TV TODAY NETWORK LTD.
India Today Group Mediaplex
FC 8, Sector 16 A, Film City, Noida – 201301
Tel: +91 120 4908600 Fax: +91 120 4325028
Website: www.aajtak.in
CIN No : L92200DL1999PLC103001

**5th August, 2016**

**National Stock Exchange of India Limited**
**Exchange Plaza,**
**Bandra Kurla Complex,**
**Bandra (East),**
**Mumbai - 400051.**

**Kind Attn: Mr. Hari K., Assistant Vice President**

**Sub: Annual Report 2015-16.**

Dear Sir,

Please find enclosed herewith copy of the Annual Report for the Financial Year 2015-16 including notice of the Seventeenth Annual General Meeting of the Company.

Kindly take the same on record.

Thanking You.

Yours Truly,
For **T.V. Today Network Limited**

TV TODAY NETWORK LTD. NEW DELHI

**Dr. Puneet Jain**
**Group Chief Law & Compliance Officer &**
**Company Secretary & Vice President – (Internal Audit)**
**Membership No. F7158**
**Address: 343, Sector 14, Faridabad-121007.**

# Annual Report
2015-2016

TV TODAY NETWORK

आज तक

INDIA TODAY TELEVISION

तेज़ बोरिंग न्यूज़ खल्लास

दिल्ली आजतक

OYE! 104.8FM SABSE FILMI

# CONTENTS

Board of Directors....2

Board's Report....3

Management Discussion and Analysis....33

Report on Corporate Governance....39

**Company's Standalone Accounts**

Auditors' Report....59

Balance Sheet....64

Profit & Loss Account....65

Cash Flow Statement....66

Notes to Accounts....68

**Consolidated Accounts**

Auditors' Report....94

Balance Sheet....98

Profit and Loss Account....99

Cash Flow Statement....100

Notes to Accounts....102

**Subsidiary Company**

Annual Report....128

**Notice**

## BOARD OF DIRECTORS

Aroon Purie, Chairman & Managing Director
Kalli Purie Bhandal, Whole Time Director
Anil Vig
Ashok Kapur
Devajyoti Bhattacharya
Sudhir Mehra
Rajeev Gupta
Koel Purie Rinchet

**Audit Committee**
Ashok Kapur, Chairman
Anil Vig
Sudhir Mehra
Rajeev Gupta

**Group Chief Law & Compliance officer & Company Secretary & Vice President – (Internal Audit)**
Dr. Puneet Jain

**Auditors**
Price Waterhouse
Chartered Accountants
New Delhi

**Bankers**
Canara Bank
ICICI Bank Limited
Yes Bank Limited

**Registered Office**
F-26, First Floor,
Connaught Circus,
New Delhi – 110 001

**Registrar & Transfer Agents**
MCS Share Transfer Agent Limited
F – 65, Okhla Industrial Area
Phase – I, New Delhi – 110 020

# BOARD'S REPORT

## TO THE MEMBERS

Your Board have the pleasure in presenting the Seventeenth Annual Report on business and operations, together with the audited financial statement of the Company for the financial year ended March 31, 2016.

### 1. FINANCIAL RESULTS

The financial results of the Company for the year ended March 31, 2016 are summarized below for your consideration:

(Rs. in Crores)

| | (Standalone) | | (Consolidated) | |
|---|---|---|---|---|
| **Particulars** | **Year Ended March 31, 2016** | Year Ended March 31, 2015 | **Year Ended March 31, 2016** | Year Ended March 31, 2015 |
| **Income from operations** | **546.01** | 476.56 | **546.01** | 476.56 |
| Other income | **31.75** | 22.69 | **31.77** | 22.71 |
| **Profit before Finance, Charges, Amortization, Depreciation and Tax** | **178.09** | 154.38 | **178.10** | 154.38 |
| Finance Charges (including Interest) | **0.19** | 1.48 | **0.19** | 1.48 |
| Depreciation | **30.57** | 30.02 | **30.57** | 30.02 |
| **Profit before tax** | **147.32** | 122.88 | **147.33** | 122.88 |
| Provision for Tax | **53.02** | 41.85 | **53.03** | 41.85 |
| **Net Profit** | **94.30** | 81.03 | **94.31** | 81.03 |
| Balance amount brought forward | **291.94** | 222.16 | **291.99** | 222.20 |
| Profit Available for appropriation | **386.24** | 303.19 | **386.30** | 303.24 |
| Transferred to General Reserve | **5.00** | - | **5.00** | - |
| Proposed Dividend | **10.44** | 8.95 | **10.44** | 8.95 |
| Corporate Dividend Tax | **2.13** | 1.79 | **2.13** | 1.79 |
| Adjustment on account of revision in useful life of fixed assets | **-** | 0.51 | **-** | 0.51 |
| Balance Carried forward | **368.68** | 291.94 | **368.73** | 291.99 |

### 2. PERFORMANCE

During the financial year under review, your Company's revenue from operations has been Rs. 546.01 Crores compared to Rs. 476.56 Crores last year, an increase of 14.57%. Profit before tax has been Rs. 147.32 Crores compared to Rs. 122.88 Crores last year, a increase of 19.89% over the last year. Profit after tax has been Rs. 94.30 Crores compared to Rs. 81.03 Crores last year, registering a increase of 16.38% over the last year.

Your Company's business model is such that it mainly depends on revenues from advertisements. Your Company, due to its impeccable reputation, leadership position of the flagship channel "AAJ TAK", and confidence reposed by its viewers and clients, managed to achieve a highly satisfactory performance.

In recognition of its qualitative coverage and mass appeal, your Company's Channels have been conferred with the following prestigious awards:

**E4M NEONS OOH AWARDS 2016**

Most Innovative Use of Moving Media category-Aaj Tak ka Gaon Connection (Milestone)

Entertainment & Media category- Aaj Tak ka Gaon Connection (Milestone)

**PROMAX BDA ASIA**

Best Integrated Marketing Campaign- India Today TV Launch

**GOAFEST 2016 - Broadcaster Abby**

Best Launch of TV Channel- India Today TV Launch Campaign

**IMPACT 50 MOST INFLUENTIAL WOMEN 2016**- Indian Media, Marketing and Advertising- Mrs. Kalli Purie Bhandal (28th Rank)

**E4M NEWS BROADCASTING AWARDS - 2015**

News Channel of the Year - HINDI- AAJ TAK

News Channel CEO of the year- Mr. Ashish Bagga

Best Current Affairs Programme - English- Telengana's suicide crop (India Today TV)

Best Current Affairs Programme - Hindi- Raat kya Hoti hai Bhopal se Pucho (AAJ TAK)

Best in-Depth Series - English- in Kashmir the People + in Kashmir the Politicians- India Today TV

Best News Coverage - National - English- Delhi Elections Coverage 2015(India Today TV)

Best news Coverage - International - Hindi- NEPAL Earthquake (AAJTAK)

Best Videographer - English/ Hindi- Kashif Siddiqui (in dependence) (India Today TV)

Best Video Editor - English- Rajeev Chandan & Kaushik Sen (INSIDE KUMBH) (India Today TV)

Best Video Editor - English- Anupam Rajkhowa & Kishore Sethi (NEPAL's Nightmare, above Destruction) (India Today TV)

Best Video Editor - Hindi- Amit singh & Anupam Rajkhowa (Champion phir se) (AAJTAK)

Best Channel Marketing - Hindi- Dilli ke Dil Mein kya Hai (AAJTAK)

Best Channel or Programme Promo - Hindi- Dilli ke Dil Mein Kya Hai (AAJTAK)

**RURAL MARKETING AWARDS 2015 (RMAI)**

Best Integrated Rural Marketing Campaign- Aaj Tak Kumbh Mela Safaigiri Drive

**ITA AWARDS 2015 (Indian Television Academy)-**

Best Hindi News Channel- AAJ TAK

Scroll of Honour- TVTN

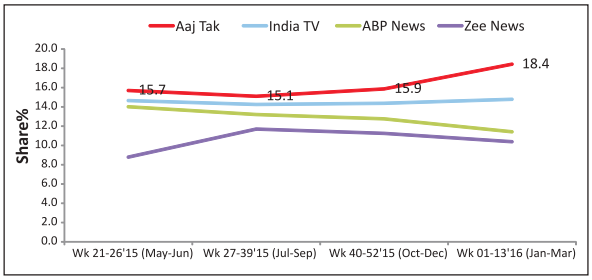
**INDIA'S MOST TRUSTED BRAND- 2015**

India's Best Hindi News Channel- AAJ TAK

India's Best English News Channel- India Today TV

### AAJ TAK

AajTak has continued to maintain its leadership position for the 15th consecutive year. The market share of AajTak has increased from 15.1 % in July-Sept'15 to 18.4 % in Jan-Mar'16. AajTak continues to dominate by being the channel of choice during key news events. Across all major national or international news events, the preference for AajTak reigns supreme for the credibility it commands.



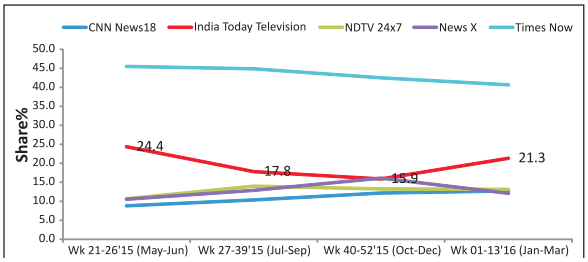

(Source- BARC, Market- HSM, TG- 15+ NCCS All, Relative Share %, Period- As mentioned, Relative shares % calculated among 11 Hindi News channels).

Please note Rural and LC1 data started reporting since Wk 41'15.

May-Jun'15 data is for 6 weeks only.

### INDIA TODAY TELEVISION

India Today Television was launched in Week 21'15 and it opened as the clear No.2 channel of the genre. In the last quarter (Jan-Mar'16) the channel grew with a relative share of 21.3% from the previous quarter (Oct-dec'15) at 15.9%.




(Source- BARC, Market- Megacities, TG- 22+ M AB, Relative Share %, Period- As Mentioned, Relative shares % calculated among 5 English News Channels).

May-Jun'15 data is for 6 weeks only.

### DILLI AAJ TAK

Dilli Aaj Tak maintains its viewership level in Delhi. Dilli Aaj Tak's Universe share increased from 0.35 (Oct-Dec'15) to 0.41 (Jan-Mar'16) in Delhi market.

### TEZ

Tez maintains lead over DD News and NDTV India despite huge loss in share on addition of Rural markets to HSM in Wk 41'15.

In HSM Metros (Delhi + Mumbai + Kolkata) market, Tez has consolidated its market share % and crosses IBN 7 & NDTV India in last quarter (Jan-Mar'16).

## 3. DIVIDEND

Your Directors are pleased to recommend for your consideration and approval payment of dividend @ 35% amounting to Rs. 1.75 per equity share of Rs. 5/- each, for the financial year 2015-16. Total amount of dividend outgo for the financial year shall be Rs. 125,645,953 (including Corporate Dividend Tax amounting to Rs. 21,252,127).

The dividend will be paid to members whose names appear in the Register of Members as on close of business hours on August, 24th 2016; in respect of shares held in dematerialised form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date. The Annual General Meeting is scheduled to be held on August 31, 2016.

## 4. TRANSFER TO RESERVE

The Board of Directors has approved the transfer of Rs. 5,00,00,000 (Five Crore) to the General Reserve. An amount of Rs.368,68,12,329 is proposed to retained in the Surplus.

## 5. DEPOSITS

During the year, your Company has not accepted/ renewed deposits from the public within the meaning of Section 73, 74 and other relevant provisions of the Companies Act, 2013 read with rules made thereunder.

## 6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, and the Articles of Association of your Company, not less than two-third of the total number of directors shall be liable to retire by rotation. Further at least one-third of those liable to retire by rotation shall retire at every Annual General Meeting. It also provides that the total number of directors for the purpose of this section shall not include Independent Directors. Therefore, based on the present Board structure, Mr. Rajeev Gupta, Mr. Sudhir Mehra, Mr. Anil Vig and Mr. Ashok Kapur, Independent Directors shall not be liable to retire by rotation. Out of remaining three directors, Mr. Aroon Purie, Chairman & Managing Director is non-rotational Director and Mrs. Kalli Purie Bhandal is an Additional director. The other two directors, being two third shall be liable to retirement by rotation. Accordingly Mrs. Koel Purie Rinchet retires at the ensuing Annual General Meeting since being the longest in office and being eligible offers herself for re-appointment. We seek your support in confirming her re-appointment as Director.

### Appointment/ Re-appointment and Resignations

During the year under review, on the recommendation of Nomination and Remuneration Committee, the Board re-appointed Mr. Aroon Purie as Managing Director and Mrs. Koel Purie Rinchet as Whole Time Director w.e.f. 1st April, 2015 and 24th May, 2015 respectively, thereafter Mrs. Koel Purie Rinchet resigned from the post of whole time director w.e.f. June 27, 2015 and remained the Non-Executive Director of the Company. We thank shareholders for their support in confirming their re-appointments in the Annual General Meeting held on August 20, 2015.

On recommendation of the Nomination and Remuneration committee, the Board has appointed Mr. Sudhir Mehra, as an Additional Independent Director w.e.f. February 02, 2016 for a period of 5 years subject to the approval of the shareholders in the ensuing Annual General Meeting.

On recommendation of the Nomination and Remuneration committee, the Board has appointed Mr. Rajeev Gupta, as an Additional Independent Director w.e.f. March 05, 2016 for a period of 5 years subject to the approval of the shareholders in the ensuing Annual General Meeting.

On recommendation of the Nomination and Remuneration committee, the Board appointed Mrs. Kalli Purie Bhandal, as a Additional Whole Time Director w.e.f. February 08, 2016 for a period of 5 years subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Company has received necessary notice of candidature under section 160 of the Companies Act 2013 in respect of appointment of Mr. Sudhir Mehra, Mr. Rajeev Gupta and Mrs. Kalli Purie Bhandal for their appointment as Director in the ensuing Annual General Meeting of the Company.

During the year under review, Mr. Rajeev Thakore resigned as an Independent Director with effect from November 04, 2015. The Board places its appreciation for the services rendered by Mr. Rajeev Thakore during his tenure as Independent director with the Company.

## 7. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is confirmed that:

- in the preparation of the annual accounts for the year ended March 31, 2016., the applicable accounting standards have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts of the Company on a going concern basis;
- the Directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 8. COMMITTEES OF THE BOARD

The Board of Directors of the Company has constituted four committees namely, the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder's Relationship Committee.

A detailed note on the Board, its committees (Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee) and ,their composition is provided in the 'Report on Corporate Governance' section in the Annual Report.

## 9. POLICIES OF THE COMPANY

The Company as per the provision of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure

Requirements) Regulation, 2015 formulated the following policies:

| Name of the Policy | Web link |
|---|---|
| Policy on Materiality of Related Party Transactions and dealing with related party transactions | http://specials.indiatoday.com/aajtaknew/pdf/Policy-on-Materiality-of-Related-Party-Transactions-2016.pdf |
| Policy for Determining Material subsidiaries | http://specials.indiatoday.com/aajtaknew/pdf/Policy-for-Determining-Material-Subsidiary-2016.pdf |
| Vigil Mechanism / Whistle Blower Policy | http://specials.indiatoday.com/aajtaknew/download/Vigil_Mechanism_Whistle_Blower_Policy.pdf |
| Corporate Social Responsibility Policy | http://specials.indiatoday.com/aajtaknew/download/csr_policy_final.pdf |
| Policy on determination of materiality | http://specials.indiatoday.com/aajtaknew/download/Policy_on_Determination_of_Materiality.pdf |

**10. EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as Annexure-I to the Boards' Report.

**11. NUMBER OF MEETINGS OF BOARD/COMMITTEE**

The details of meeting of Board and its committees (except CSR committee) are given in the Corporate Governance Report that forms part of this Annual report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**12. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**13. CRITERIA FOR APPOINTMENT OF DIRECTORS**

The Company has made Nomination and Remuneration Policy ("Policy") for appointment and remuneration of Directors, key managerial personnel and other employees. Currently, the Board consists of 8 members, out of which one is Managing Director, one is Whole time Director, two of which are Non-executive Directors and four are Independent Directors to maintain the independence of the Board and separate its functions of governance and management. The Board periodically evaluates the need for change in its composition and size.

The Policy, includes criteria for determining qualifications, positive attributes, independence of director and other matters provided under Sub-section (3) of the Section 178 of the Companies Act, 2013, is included in the Nomination and Remuneration Policy adopted by the Board, forms part of this Annual Report. We affirm that the remuneration paid to directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

**14. RISK MANAGEMENT**

The Company has formulated the Risk Management Policy through which the Company has identified various risks like, strategy risk, industry and competition risk, operation risk, liability risks, resource risk, technological risk, financial risk. The Company faces constant pressure from the evolving marketplace that impacts important issues in risk management and threatens profit margins. The Company emphasizes on those risks that threaten the achievement of business objectives of the Group over the short to medium term. Your Company has adopted the mechanism for periodic assessment to identify, analyze, and mitigation of the risk.

The appropriate risk identification method will depend on the application area (i.e. nature of activities and the hazard groups), the nature of the project, the project phase, resources available, regulatory requirements and client requirements as to objectives, desired outcome and the required level of detail.

The trend line assessment of risks, analysis of exposure and potential impact shall be carried out. Mitigation plans shall be finalized, owners identified, and progress of mitigation actions shall be regularly and periodically monitored and reviewed.

Treatment options which are not necessarily mutually exclusive or appropriate in all circumstances shall be driven by outcomes that include:

- Avoiding the risk,
- Reducing (mitigating) the risk,
- Transferring (sharing) the risk, and
- Retaining (accepting) the risk.

## 15. CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility ("CSR") is the Companies intent to make a positive difference to the society; Companies have realized that the Government alone will not be able to get success in its endeavor to uplift the Society so therefore the concept of CSR has gained its prominence in recent years and has been made mandatory as per Companies Act, 2013, which requires Companies to contribute some part of its profits towards the CSR activities. With the rapidly changing corporate environment, more functional autonomy and operational freedom we have adopted Corporate Social Responsibility as a strategic tool for sustainable growth. We are committed to operate our business with emphasis on CSR in all areas of our operation. We will integrate our business values and operations to meet the expectations of our shareholders, customers, employees, regulators, investors, suppliers, community and to take care of environment with best interest.

### CSR VISION

1. Build a Powerful Partnership with Society for 'Sustainable Development';
2. To improve the quality of life of the communities we serve through long term stakeholder value creation.

As per the Companies Act, 2013, all companies having net worth of Rs. 500 Crore or more, or turnover of Rs. 1,000 Crore or more or a net profit of Rs. 5 Crore or more during any financial year are required to constitute a corporate social responsibility (CSR) committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year. Accordingly, your Company has allocated an amount of Rs. 16,542,533 towards CSR activities during the financial year 2015-16 .

The details of CSR Committee composition is provided in the Annexure 2 to the Board's Report. The CSR committee met two times during the year i.e. on 13th November, 2015 and 08th February, 2016.

| Name of the Members | Designation | Date of meetings held during the year | Attendance of Director |
|---|---|---|---|
| Mr. Aroon Purie - Chairman and Managing Director | Chairman | 13th November, 2015, 08th February, 2016. | 2 |
| Mr. Ashok Kapur-Director | Member | | 1 |
| Mrs. Koel Purie Rinchet-Director | Member | | 1 |

Care Today Fund part of India Today Group was setup to focus on CSR initiatives of the group and your Company had contributed in the past in CSR activities through Care Today Fund long before the provisions related to CSR under the Companies Act, 2013 were applicable.

The Board of Directors on the basis of recommendations received from CSR Committee had approved Swatch Bharat Abhiyan activities which shall be carried out through Care Today Fund and monitored by CSR Committee as CSR project/programs for contribution towards Corporate Social Responsibility activities.

The details relating to the Company's CSR Activities for the financial year 2015-16 as required to be disclosed under the provisions of the Companies Act 2013 is provided in the Annexure 2 to the Board's Report. Further details of the projects undertaken by Care Today Fund in respect of CSR funds transferred by the Company for the financial year 2014-15 is also provided in Annexure 2.

Glimpse of projects undertaken by the Company under its CSR program is provided in the Annexure 3 to the Board's Report.

## 16. BOARD EVALUATION

In terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, there is requirement of formal evaluation by the Board of its own performance and that of its committees and individual directors.

The evaluation of individual directors and the Board as a whole, its Committees was conducted based on the criteria and framework adopted by the Board. The evaluation Criteria has been explained in the Nomination and Remuneration Policy adopted by the Board which forms part of this Annual report.

## 17. VIGIL MECHANISM

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the persons covered under the policy including Directors and employees are free to report misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected. The reportable matters may be disclosed to the vigilance officer which operates under the supervision of the Audit Committee. Persons covered under the Policy may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Audit Committee.

**18. DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013**

During the Financial Year 2015-16 the Company had given Corporate guarantee amounting to Rs. 3 Crores in connection with the loan to BARC (Broadcast Audience Research Council of India) by Yes Bank Limited which is within the limits of Section 186 of the Companies Act, 2013 and rules made thereunder and the Company has not made any investment by way of subscription or purchase, the securities of any other body corporate.

Further, the Company had during its previous years made a strategic investment in Mail Today Newspapers Private Limited (Mail Today), a differentiated newspaper with respect to content as well as value to its advertisers, in earlier years, it has acquired stake amounting to Rs. 45.52 Crore. During the year 2014-15, the Company has received a guarantee from its holding company, Living Media India Limited, for indemnifying any loss to the Company arising from the sale of the said investment.

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the financial 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.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link

http://specials.indiatoday.com/aajtaknew/pdf/Policy-on-Materiality-of-Related-Party-Transactions-2016.pdf

Your Directors draw attention of the members to Note 38 to the financial statement which sets out related party disclosures and thus, no disclosure is annexed in Form AOC 2 to this Board's Report.

**20. DISCLOSURE OF REMUNERATION**

The disclosure required under the provisions of Section 197 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto and forms part of the Board Report as Annexure 4.

As per the provisions of Section 136 of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual report is being sent to all shareholders of the Company excluding particulars of employees as required under Section 197 of the Companies Act, 2013 read with 5(2) & (3) of the Companies (Appointment and Managerial Personnel) Rules, 2014. Any Shareholder interested in obtaining such particulars may inspect the aforesaid particulars at the registered office of the Company during business hours for a period starting twenty days before the date of the annual general meeting or may also write to the Company Secretary at the Company's Corporate office at India Today Mediaplex, FC-8, Sector 16A, Filmcity, Noida-201301, Uttar Pradesh for obtaining a copy of the same.

Except, Mr. Aroon Purie who draws remuneration of Rs. 30,000,000 per annum from Living Media India Limited in the capacity of Editor in Chief in Living Media India Limited, Holding Company of the Company, no other Director, of the Company is receiving commission from the Company is in receipt of any remuneration or commission from any holding company or subsidiary company of the Company.

**21. SUBSIDIARY COMPANY / ASSOCIATE COMPANY/ JOINT VENTURE**

The audited financial Statement of Accounts, alongwith the report of the Board of Directors and the Auditor's Report pursuant to Section 129(3) of the Companies Act, 2013 of the wholly owned subsidiary Company, TV Today Network (Business) Limited, for the year ended on March 31, 2016 is annexed.

The statement containing salient features of the subsidiary in form AOC-1, is annexed as Annexure 5 to this Board's Report

The Company doesn't have any associate company or joint venture. Further during the financial year , no company has become or cease to be the Company's subsidiary , associate company or joint venture

**22. STATUTORY AUDITORS & COST AUDITORS**

The Statutory Auditors of your Company M/s Price Waterhouse, Chartered Accountants hold office up to the conclusion of the Eighteenth Annual General Meeting subject to ratification at the annual general meeting of the Company .

The Company has received letters from Auditors to the effect that their re–appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re–appointment. Further, the Board of directors of the Company recommended to the shareholders for their approval, ratification of appointment of M/s Price Waterhouse, Chartered Accountants till the conclusion of Eighteenth Annual General Meeting.

In terms of the requirement of section 148 of the Companies Act 2013, your Board of Directors has appointed M/s. SKG& Co., Cost Accountants, as the Cost Auditor for the financial year ending March 31, 2017. Further, the board of Directors of the Company recommend to the shareholders for their ratification, payment of remuneration of Rs 1,20,000/- (exclusive service tax & out of pocket expenses) to the Cost Auditors.

**23. SECRETARIAL AUDITORS**

M/s PI & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2015-16 as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit Report for FY 2015-16 forms part of the Annual Report as Annexure 6 to the Board's Report.

There are no qualifications of Secretarial Auditors on the Secretarial Audit Report to the Company for the financial year ended March 31, 2016 requiring further comment from the Board of Directors.

**24. AUDITOR'S REPORT**

There are no qualifications of Auditors on the Accounts of the Company for the financial year ended March 31, 2016 requiring further comment from the Board of Directors.

**25. INTERNAL FINANCIAL CONTROL**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of 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 timely preparation of reliable financial disclosures.

**26. CORPORATE GOVERNANCE**

In accordance with the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, your Company has ensured continued compliance of Corporate Governance requirements during the financial year. Your Company lays strong emphasis on transparency, disclosure and independent supervision to increase various stakeholders' value.

The report on Corporate Governance for the financial year 2015-16 is given in a separate section titled "Report on Corporate Governance" and Certificate of Company Secretary in Practice as required by SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is appended herewith which forms part of this Annual Report as Annexure 8.

**27. EMPLOYEES STOCK OPTION PLAN**

Human Resource is the key to the success of any organization. The Company has always valued its human resources and has tried to adopt the best HR practices. To retain and nurture well-performing employees who are contributing to the growth of the Company. The Board of Directors of your Company has approved an Employees Stock Option Scheme during the year 2006 in accordance with SEBI(Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with the objective of strengthening employee bonds with the Company and creating a sense of ownership. Your Board felt it appropriate to extend ESOPs to permanent employees in the management staff, in order to motivate and retain the best talent. Further, during the year the Company has not amended the scheme as per the SEBI (Share Based Employee Benefit) regulations, 2014. The details pursuant to SEBI (Share Based Employee Benefit) regulations, 2014 has been placed on the website and weblink of the same is http://specials.indiatoday.com/aajtaknew/download/Information-Regarding-the-Employees-Stock-Option-Plan-for-financial-year-2015-16.pdf

A certificate from Statutory Auditors, with regard to the implementation of the Company Employees' Stock Option Scheme, would be placed before the shareholders in the ensuing Annual General Meeting and a copy of the same shall be available for inspection at the registered office of the Company.

**28. PROPOSED SALE OF FM RADIO BUSINESS**

The Board on February 6, 2015 approved the sale of Radio FM Business (seven radio stations) of the Company subject to regulatory approvals, and authorized a Committee of Senior Officials consisting of Mr. Aroon Purie, Mr. Ashish Bagga and Mr. Dinesh Bhatia ("Committee") to negotiate and execute requisite documents with potential buyers.

In furtherance to the aforesaid, a non-binding memorandum of understanding ("MoU") was signed with Entertainment Network (India) Limited ("ENIL").

On February 16, 2015, an application was filed with the Ministry of Information and Broadcasting ("MIB") seeking its approval for the sale of Radio FM Business to ENIL. Since there was no response from the MIB on the application filed by the Company, the Company filed a writ petition in the Delhi High Court to expedite the matter. On April 20, 2015, the Court directed the MIB to decide the Company's application within two weeks. MIB by its order dated May 1, 2015 denied approval to the sale of Radio FM Business on the ground that the proposed sale is not in conformity with the FM Radio Guidelines.

In Committee's meeting on May 8, 2015, the Committee took note of the MIB order dated May 1, 2015, approved the amendment of the MOU and agreed to consider other possible options along with ENIL.

The Committee further challenged the above referred MIB order with the Delhi High Court. Thereafter on the basis of representation filed by the Company with MIB, it conveyed its approval for sale of FM Radio Stations in Amritsar, Jodhpur Patiala and Shimla vide its letter dated 20th July, 2015 and thereafter the Company sold the aforesaid four radio station to ENIL vide Business Transfer Agreement dated September 11, 2015. The sale of Radio Stations at Delhi, Mumbai and Kolkata was not approved by MIB since it was stated by MIB that the sale of these stations was not in conformity with the FM Radio Guidelines, the matter is pending with the Hon'ble High Court.

**29. MANAGEMENT DISCUSSION AND ANALYSIS**

Separate report on Management Discussion & Analysis is appended herewith as Annexure 7.

**30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.**

In terms of the requirement of clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the particulars with respect to "Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo" are given as under:

**Conservation of Energy:**

1. **the steps taken or impact on conservation of energy** : During the year under review, Company has initiated the process of installation of Air Cooled PAC units in all critical rooms which will be completed in first half of 2016-17. This will give us the benefit of redundancy of critical rooms in terms of HVAC and during the peak winter seasons we will not use chiller units from mid night to 9 AM i.e. 9 Hours unit savings per day. Further the Company is in the process of installing the new electrical supply dedicated line which will save the lot of diesel consumption throughout the year.
2. **the steps taken by company for utilizing alternate sources of energy** : Due to space constraints in the building, tapping of alternate sources of energy is not feasible.
3. **Company has made following capital investment on energy conservation equipment's**:
   i. LED Lights on the floors= Rs 47,60, 000
   ii. PAC Air Cooled Unit = Rs 50,31,633
   iii. Dedicated Electricity Line = Rs 76,99,600

**(a) Technology Absorption**

**1. The efforts made towards Technology Absorption and the benefits derived like product improvement, cost reduction, product development or import substitution**

Technology is ever changing and employees of the Company are made aware of the latest working techniques and technologies through workshops and discussion sessions for Optimal use of available resources and to improve operational/ production efficiency. The Company utilizes the latest digital technology in broadcasting its programs.

The Company is aware of implementation of latest technologies in key working areas and outdated technologies are always identified and updated with latest/new innovations.

**2. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) :**

(a)

| Last Three Financial Year | Value of Import (In Rs) |
|---|---|
| 2012-2013 | 6,01,68,742 |
| 2013-2014 | 1,26,01,153 |
| 2014-2015 | 4,47,24,113 |
| 2015-2016 | 3,04,47,791 |

(b) Whether the technology been fully absorbed- Yes

(c) If not fully absorbed, areas where absorption has not taken place and the reasons thereof- N.A

**3. The expenditure incurred on Research and Development:**

Your Company is doing research to explore new technology available and to meet this requirement various conferences and workshops are attended as well and keep constant engagement with vendors to understand the new products that were launched

**(b) Transaction in Foreign Currency :**

(i) Value of Imports (CIF basis) : Rs. 40,300,905

(ii) Expenditure in foreign Currency (Accrued basis)

(a) Travelling Expenses : Rs. 8,624,352
(b) Production Cost : Rs. 148,058,922
(c) Repair and Maintenance : Rs. 15,010,167
(d) Others : Rs. 11,933,625
(e) Income in Foreign Currency (Accrued basis) : Rs. 157,353,618

**31. STATEMENT UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**32. OTHER DISCLOSURES**

(i) Statutory Auditors of the Company has not reported incident related to fraud during the financial year to the Audit Committee or Board of Directors under section 143(12) of the Companies Act 2013

(ii) No material changes and commitments affecting the financial position of the company has occurred from the end of the last financial year till the date of this report;

(iii) No significant and material orders has been passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**33. ACKNOWLEDGMENT**

Your Directors place on record their deep appreciation of the contribution made by all section of employees with dedication, commitment and team effort which helped your Company in achieving the performance during the year despite stiff competition from the existing as well as new players in the news and current affairs genre.

Your Directors also acknowledge with thanks the support given by the Central Government, bankers, shareholders and investors at large and look forward to their continued support.

**For and on behalf of the Board of Directors**

Sd/-

Aroon Purie
*Chairman &*
*Managing Director*
DIN No. 00002794

Place: New Delhi
Date: 25th May, 2016

Address : 6, Palam Marg,
Vasant Vihar, New Delhi, 110057

## Annexure-1

# FORM NO. MGT.9

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31st March, 2016**
**[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: -L92200DL1999PLC103001

ii) Registration Date: 28/12/1999

iii) Name of the Company: T.V. Today Network Limited

iv) Category / Sub-Category of the Company: Broadcasting and Telecasting

v) Address of the registered office and contact details:

F-26, First Floor, Connaught Circus, New Delhi- 110001, Telephone Number: 0120-4807100, Fax Number: 0120-4807154, Website: www.aajtak.intoday.in, Email: puneet.jain@aajtak.com

vi) Whether listed company Yes / No: Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

MCS Share Transfer Agent Limited, F-65,1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020, Telephone Number: 011-41406149, Fax Number: 011-41709881, Email: admin@mcsregistrars.com

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

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| 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 | 602 | 98% |

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

| Sl. No. | NAME AND ADDRESS OF THE COMPANY* | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|---|---|---|---|---|---|
| 1 | Living Media India Limited | U92132DL1962PLC003714 | Holding Company | 56.92 | Section 2(46) of Companies Act, 2013 |
| 2 | TV Today Network (Business) Limited | U74899DL2005PLC142634 | Subsidiary Company | 100 | Section 2(87) of Companies Act, 2013 |

* The Company doesn't have any associate company

## 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 | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A.** | **Promoter and Promoter Group** | | | | | | | | | |
| **(1)** | **Indian** | | | | | | | | | |
| | a) Individual/ HUF | 294172 | – | 294172 | 0.49 | 294172 | – | 294172 | 0.49 | 0.00 |
| | b) Central Govt. | – | – | – | – | – | – | – | – | – |
| | c) State Govt. (s) | – | – | – | – | – | – | – | – | – |
| | d) Bodies Corporate | 33955999 | – | 33955999 | 56.93 | 33955999 | – | 33955999 | 56.92 | -0.01 |
| | e) Banks/Financial Institutions | – | – | – | – | – | – | – | – | – |
| | f) Any Others (Specify) Trusts | – | – | – | – | – | – | – | – | – |
| | **Sub-total (A) (1):-** | 34250171 | – | 34250171 | 57.42 | 34250171 | – | 34250171 | 57.41 | -0.01 |
| **(2)** | **Foreign** | | | | | | | | | |
| | a) Individuals (NRIs/ Foreign Individuals) | – | – | – | – | – | – | – | – | – |
| | b) Other - Individuals | – | – | – | – | – | – | – | – | – |
| | c) Bodies Corporate | – | – | – | – | – | – | – | – | – |
| | d) Banks/Financial Institutions | – | – | – | – | – | – | – | – | – |
| | e) Any Other | – | – | – | – | – | – | – | – | – |
| | **Sub-total (A) (2):-** | – | – | – | – | – | – | – | – | – |
| | **Total shareholding of Promoter (A) = (A)(1)+(A)(2)** | 34250171 | – | 34250171 | 57.42 | 34250171 | – | 34250171 | 57.41 | -0.01 |
| **B.** | **Public Shareholding** | | | | | | | | | |
| **1.** | **Institutions** | | | | | | | | | |
| | a) Mutual Funds/UTI | 1589252 | – | 1589252 | 2.66 | 4401330 | – | 4401330 | 7.38 | 4.72 |
| | b) Banks/Financial Institutions | 16220 | – | 16220 | 0.03 | 47763 | – | 47763 | 0.08 | -0.05 |
| | c) Central Govt. | – | – | – | – | – | – | – | – | – |
| | d) State Govt.(s) | – | – | – | – | – | – | – | – | – |
| | e) Venture Capital Funds | – | – | – | – | – | – | – | – | – |
| | f) Insurance Companies | 517965 | – | 517965 | 0.87 | 14977 | – | 14977 | 0.025 | -0.84 |
| | g) Foreign Portfolio Investors/FII | – | – | – | – | 1665532 | – | 1665532 | 2.79 | 2.79 |
| | h) Foreign Venture Capital Funds | – | – | – | – | – | – | – | – | – |
| | i) Others (specify) | – | – | – | – | – | – | – | – | – |
| | **Sub-total (B)(1):-** | 2123437 | – | 2123437 | 3.56 | 6129602 | – | 6129602 | 10.5 | 6.94 |
| **2.** | **Non-Institutions** | | | | | | | | | |
| | a) Bodies Corporate | 4675105 | 76 | 4675181 | 7.84 | 3501406 | 76 | 3501482 | 5.86 | -1.98 |
| | b) Individuals | | | | | | | | | |
| | i) Individual holding nominal share capital upto Rs. 1 lakh | 9233589 | 7941 | 9241530 | 15.49 | 7716339 | 7941 | 7724280 | 12.94 | -2.55 |
| | ii) Individual holding nominal share capital in excess of Rs 1 lakh | 8264844 | – | 8264844 | 13.86 | 6416942 | – | 6416942 | 10.76 | -3.1 |
| | d) Others (specify) | – | – | – | – | – | – | – | – | – |
| | 1. Non Resident Indians | 1050852 | – | 1050852 | 1.76 | 1622437 | – | 1622437 | 2.72 | 0.96 |
| | 2. Trusts | 42600 | – | 42600 | 0.71 | 8701 | – | 8701 | 0.015 | 0.695 |
| | 3. Foreign Companies | – | – | – | – | – | – | – | – | – |
| | **Sub-total (B)(2):-** | 23266990 | 8017 | 23275007 | 39.02 | 19265825 | 8017 | 19273842 | 32.31 | -6.71 |
| | **Total Public Shareholding (B) = (B)(1) + (B)(2)** | 25390427 | 8017 | 25398444 | 42.58 | 25395427 | 8017 | 25403444 | 42.79 | 0.21 |

| Category of Shareholders | | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| C. | Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Grand Total (A+B+C) | 59640598 | 8017 | 59648615 | 100.00 | 59645598 | 8017 | 59653615* | 100.00 | |

*Capital is increased due to issue of ESOP.

**(ii) Shareholding of Promoters**

| Sl No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % 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 | Living Media India Limited | 33954333 | 56.92 | 0 | 33954333 | *56.91 | 0 | -0.01 |
| 2 | Aroon Purie | 294172 | 0.49 | 0 | 294172 | 0.49 | 0 | 0 |
| 3 | World Media Pvt. Limited | 1666 | 0.00 | 0 | 1666 | 0.00 | 0 | 0 |
| | Total | 34250171 | 57.42 | 0 | 34250171 | 57.41 | 0 | -0.01 |

*change is due to increase in paid-up capital.

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

**Aroon Purie and Living Media India Limited and World Media Private Limited:-**

| Sl. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Aroon Purie<br>At the beginning of the year | 294172 | 0.49 | | |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc): | 0 | 0 | NA | NA |
| | At the End of the year | 294172 | 0.49 | | |
| 2. | Living Media India Limited<br>At the beginning of the year | 33954333 | 56.92 | | |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc): | 0 | 0 | NA | NA |
| | At the End of the year | 33954333 | 56.91 | | |
| 3. | World Media Pvt. Ltd.<br>At the beginning of the year | 1666 | 0.00 | | |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc): | 0 | 0 | NA | NA |
| | At the End of the year | 1666 | 0.00 | | |

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

| S.No | Name | Shareholding | | Date | Increase / Decrease in Shareholding | Reason | Cumulative Shareholding during the year (31-03-15 to 31-03-16) | |
|---|---|---|---|---|---|---|---|---|
| | | No of Shares at the Beginning (31-03-15) /end of the Year (31-03-16) | % of total shares of the Company | | | | Shares | % of total shares of the Company |
| 1 | SBI SMALL AND MIDCAP FUND | 0 | 0 | 31/03/2015 | | | | |
| | | | | 04/09/2015 | 0 | | 189702 | 0.32 |
| | | | | 11/09/2015 | 620625 | Purchase | 810327 | 1.36 |
| | | | | 18/09/2015 | 89673 | Purchase | 900000 | 1.51 |
| | | | | 25/09/2015 | 75466 | Purchase | 975466 | 1.64 |
| | | | | 30/09/2015 | 92676 | Purchase | 1068142 | 1.79 |
| | | | | 02/10/2015 | 1130142 | Purchase | 2198284 | 3.69 |
| | | | | 09/10/2015 | -1098284 | Sale | 1100000 | 1.84 |
| | | | | 06/11/2015 | 10594 | Purchase | 1110594 | 1.86 |
| | | | | 13/11/2015 | 117702 | Purchase | 1228296 | 2.06 |
| | | | | 20/11/2015 | 23097 | Purchase | 1251393 | 2.1 |
| | | | | 04/12/2015 | 8058 | Purchase | 1259451 | 2.11 |
| | | | | 18/12/2015 | 38108 | Purchase | 1297559 | 2.18 |
| | | | | 31/12/2015 | 156352 | Purchase | 1453911 | 2.44 |
| | | | | 01/01/2016 | 56558 | Purchase | 1510469 | 2.53 |
| | | | | 08/01/2016 | 101620 | Purchase | 1612089 | 2.7 |
| | | | | 15/01/2016 | 121233 | Purchase | 1733322 | 2.91 |
| | | | | 22/01/2016 | 166678 | Purchase | 1900000 | 3.19 |
| | | 1900000 | 3.19 | 31/03/2016 | | | | |
| 2 | FRANKLIN INDIA SMALLER COMPANIES FUND | 773673 | 1.3 | 31/03/2015 | | | | |
| | | | | 01/05/2015 | 50000 | Purchase | 823673 | 1.38 |
| | | | | 15/05/2015 | 100000 | Purchase | 923673 | 1.55 |
| | | | | 22/05/2015 | 200000 | Purchase | 1123673 | 1.88 |
| | | | | 29/05/2015 | 92860 | Purchase | 1216533 | 2.04 |
| | | | | 05/06/2015 | 57140 | Purchase | 1273673 | 2.14 |
| | | | | 07/08/2015 | 50000 | Purchase | 1323673 | 2.22 |
| | | | | 14/08/2015 | 39343 | Purchase | 1363016 | 2.28 |
| | | | | 21/08/2015 | 60657 | Purchase | 1423673 | 2.39 |
| | | | | 28/08/2015 | 290000 | Purchase | 1713673 | 2.87 |
| | | | | 04/09/2015 | 12747 | Purchase | 1726420 | 2.89 |
| | | | | 02/10/2015 | 1726420 | Purchase | 3452840 | 5.79 |
| | | | | 09/10/2015 | -1726420 | Sale | 1726420 | 2.89 |
| | | | | 04/12/2015 | -250000 | Sale | 1476420 | 2.48 |
| | | | | 12/18/2015 | -50000 | Sale | 1426420 | 2.39 |
| | | | | 08/01/2016 | -6116 | Sale | 1420304 | 2.38 |
| | | | | 15/01/2016 | -34280 | Sale | 1386024 | 2.32 |
| | | 1386024 | 2.32 | 31/03/2016 | | | | |
| 3 | RAMESH DAMANI | 869686 | 1.46 | 31/03/2015 | 0 | | | |
| | | | | 02/10/2015 | 869686 | Purchase | 1739372 | 2.92 |
| | | | | 09/10/2015 | -869686 | Sale | 869686 | 1.46 |
| | | 869686 | 1.46 | 31/03/2016 | | | | |
| 4 | ARVIND KHATTAR | 0 | 0 | 31/03/2015 | 0 | | | |
| | | 699584 | 1.17 | 12/02/2016 | | | | |
| | | 699584 | 1.17 | 31/03/2016 | Nil | Nil | | |

| S.No | Name | Shareholding | | Date | Increase / Decrease in Shareholding | Reason | Cumulative Shareholding during the year (31-03-15 to 31-03-16) | |
|---|---|---|---|---|---|---|---|---|
| | | No of Shares at the Beginning (31-03-15) /end of the Year (31-03-16) | % of total shares of the Company | | | | Shares | % of total shares of the Company |
| 5 | Radhakishan Damani | 500000 | 0.84 | 31/03/2015 | 0 | | | |
| | | | | 02/10/2015 | 500000 | Purchase | 1000000 | 1.68 |
| | | | | 09/10/2015 | -500000 | Sale | 500000 | 0.84 |
| | | | | 12/02/2016 | 150000 | Purchase | 650000 | 1.09 |
| | | 650000 | 1.09 | 31/03/2016 | | | | |
| 6 | DAMANI ESTATE AND FINANCE PVT LTD | 0 | 0 | 31/03/2015 | | | | |
| | | 646000 | 1.08 | 06/08/2015 | | | | |
| | | 646000 | 1.08 | 31/03/2016 | NIL | NIL | | |
| 7 | RADHAKISHAN DAMANI | 0 | 0 | 31/03/2015 | 0 | | | |
| | | | | 02/10/2015 | 350000 | Purchase | 700000 | 1.17 |
| | | | | 09/10/2015 | -350000 | Sale | 350000 | 0.59 |
| | | | | 19/02/2016 | 200000 | Purchase | 550000 | 0.92 |
| | | 550000 | 0.92 | 31/03//2016 | | | | |
| 8 | PREMIER INVESTMENT FUND LIMITED | 0 | 0 | 31/03/2015 | | | | |
| | | 266050 | 0.45 | 04/12/2015 | 0 | | | |
| | | | | 18/12/2015 | 197560 | Purchase | 463610 | 0.78 |
| | | | | 25/12/2015 | 27000 | Purchase | 490610 | 0.82 |
| | | | | 31/12/2015 | 16300 | Purchase | 506910 | 0.85 |
| | | | | 22/01/2016 | -38270 | Sale | 468640 | 0.79 |
| | | | | 12/02/2016 | 575 | Purchase | 469215 | 0.79 |
| | | | | 11/03/2016 | 1400 | Purchase | 470615 | 0.79 |
| | | | | 18/03/2016 | 3115 | Purchase | 473730 | 0.79 |
| | | 473730 | 0.79 | 31/03/2016 | | | | |
| 9 | STEINBERG INDIA EMERGING OPPORTUNITIES FUND LIMITED | 0 | 0 | 31/03/2015 | | | | |
| | | 204855 | 0.34 | 12/02/2016 | 0 | | | |
| | | | | 19/02/2016 | 120145 | Purchase | 325000 | 0.54 |
| | | | | 26/02/2016 | 29844 | Purchase | 354844 | 0.59 |
| | | | | 11/03/2016 | 53042 | Purchase | 407886 | 0.68 |
| | | | | 18/03/2016 | 19975 | Purchase | 427861 | 0.72 |
| | | | | 25/03/2016 | 17147 | Purchase | 445008 | 0.75 |
| | | 463569 | 0.78 | 31/03/2016 | 18561 | Purchase | | |
| 10 | GOPIKISHAN S DAMANI | 1771868 | 2.97 | 31/03/2015 | | | | |
| | | | | 08/05/2015 | -1500000 | Sale | 271868 | 0.46 |
| | | | | 06/08/2015 | 1510000 | Purchase | 1781868 | 2.99 |
| | | | | 28/08/2015 | -261119 | Sale | 1520749 | 2.55 |
| | | | | 16/10/2015 | -1000000 | Sale | 520749 | 0.87 |
| | | | | 20/11/2015 | 600000 | Purchase | 1120749 | 1.88 |
| | | | | 12/02/2016 | -500000 | Sale | 620749 | 1.04 |
| | | | | 19/02/2016 | -200000 | Sale | 420749 | 0.71 |
| | | 420749 | 0.71 | 31/03/2016 | | | | |
| 11 | DAMANI ESTATES AND FINANCE PRIVATE LIMITED | 896000 | 1.5 | 31/03/2015 | | | | |
| | | | | 06/08/2015 | -646000 | Sale | 250000 | 0.42 |
| | | | | 02/10/2015 | 250000 | Purchase | 500000 | 0.84 |
| | | | | 09/10/2015 | -250000 | Sale | 250000 | 0.42 |
| | | 250000 | 0.42 | 31/03/2016 | | | | |
| 12 | RADHAKISHAN S DAMANI | 510419 | 0.86 | 31/03/2015 | 0 | | | |
| | | | | 08/05/2015 | 1500000 | Purchase | 2010419 | 3.37 |
| | | | | 29/05/2015 | 13000 | Purchase | 2023419 | 3.39 |

| S.No | Name | Shareholding | | Date | Increase / Decrease in Shareholding | Reason | Cumulative Shareholding during the year (31-03-15 to 31-03-16) | |
|---|---|---|---|---|---|---|---|---|
| | | No of Shares at the Beginning (31-03-15) /end of the Year (31-03-16) | % of total shares of the Company | | | | Shares | % of total shares of the Company |
| | | | | 05/06/2015 | -13000 | Sale | 2010419 | 3.37 |
| | | | | 06/08/2015 | -1510000 | Sale | 500419 | 0.84 |
| | | | | 04/09/2015 | -150000 | Sale | 350419 | 0.59 |
| | | | | 11/09/2015 | 600000 | Purchase | 950419 | 1.59 |
| | | | | 30/09/2015 | -337000 | Sale | 613419 | 1.03 |
| | | | | 09/10/2015 | -13000 | Sale | 600419 | 1.01 |
| | | | | 20/11/2015 | -600000 | Sale | 419 | 0 |
| | | | | 05/02/2016 | 18730 | Purchase | 19149 | 0.03 |
| | | | | 12/02/2016 | 131270 | Purchase | 150419 | 0.25 |
| | | | | 25/03/2016 | 13000 | Purchase | 163419 | 0.27 |
| | | 150419 | 0.25 | 31/03/2016 | -13000 | Sale | | |
| 13 | KANWAL NS SHAHPURI | 400000 | 0.67 | 31/03/2015 | 0 | | | |
| | | | | 02/10/2015 | 400000 | Purchase | 800000 | 1.34 |
| | | | | 09/10/2015 | -400000 | Sale | 400000 | 0.67 |
| | | 400000 | 0.67 | 31/03/2016 | | | | |
| 14 | RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE CAPITAL BUILDER FUND | 365000 | 0.61 | 31/03/2015 | | | | |
| | | | | 02/10/2015 | 365000 | Purchase | 730000 | 1.22 |
| | | | | 09/10/2015 | -390700 | Sale | 339300 | 0.57 |
| | | 339300 | 0.57 | 31/03/2016 | | | | |
| 15 | ANIKA INTERNATIONAL PRIVATE LIMITED | 325000 | 0.54 | 31/03/2015 | | | | |
| | | | | 02/10/2015 | 325000 | Purchase | 650000 | 1.09 |
| | | | | 09/10/2015 | -325000 | Sale | 325000 | 0.54 |
| | | | | 18/12/2015 | -55309 | Sale | 269691 | 0.45 |
| | | | | 25/12/2015 | -15000 | Sale | 254691 | 0.43 |
| | | 254691 | 0.43 | 31/03/2016 | | | | |
| 16 | LIFE INSURANCE CORPORATION OF INDIA | 517965 | 0.86 | 31/03/2015 | 0 | | | |
| | | | | 09/10/2015 | -113663 | Sale | 404302 | 0.67 |
| | | | | 16/10/2015 | -101550 | Sale | 302752 | 0.5 |
| | | | | 23/10/2015 | -70676 | Sale | 232076 | 0.38 |
| | | | | 25/10/2015 | -1823 | Sale | 230253 | 0.38 |
| | | | | 31/12/2015 | -76557 | Sale | 153696 | 0.25 |
| | | | | 01/01/2016 | -4392 | Sale | 149304 | 0.25 |
| | | | | 08/01/2016 | -23966 | Sale | 125338 | 0.21 |
| | | | | 15/01/2016 | -2794 | Sale | 122544 | 0.2 |
| | | | | 26/02/2016 | -9851 | Sale | 112693 | 0.18 |
| | | | | 11/03/2016 | -67842 | Sale | 44851 | 0.07 |
| | | 14977 | 0.02 | 31/03/2016 | -29874 | Sale | | |

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

| Sl. No. | *Name of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative shareholding during the year | |
|---|---|---|---|---|---|
| | | No. Of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Mr. Aroon Purie-Managing Director<br>At the beginning of the year | 294172 | 0.49 | | |
| | Date wise Increase / Decrease in shareholding during the year: | 0 | 0 | NA | NA |
| | At the End of the year | 294172 | 0.49 | | |

*No other Director or KMP hold any shares

## V. INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtedness at the beginning of the financial year** | | | | |
| i) Principal Amount | 67258112 | – | – | 67258112 |
| ii) Interest due but not paid | – | – | – | – |
| iii) Interest accrued but not due | – | – | – | – |
| **Total (i+ii+iii)** | 67258112 | – | – | 67258112 |
| **Change in Indebtedness during the financial year** | | | | |
| • Addition | 34291603 | – | – | 34291603 |
| • Reduction | 67258112 | – | – | 67258112 |
| **Net Change** | (32966509) | | | (32966509) |
| **Indebtedness at the end of the Financial year** | | | | |
| i) Principal Amount | 34291603 | | | 34291603 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| **Total (i+ii+iii)** | 34291603 | | | 34291603 |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

| S N. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|---|---|---|---|---|---|---|
| | | Mr. Aroon Purie-M.D | Mrs. Kalli Purie Bhandal-W.T.D* | Mrs. Koel Purie Rinchet** | --- | |
| 1 | Gross salary | | | | | |
| (a) | Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | 3651045 | 5776838*** | | 9427883 |
| (b) | Value of perquisites u/s 17(2) of Income-tax Act, 1961 | NIL | NIL | NIL | | NIL |
| (c) | Profits in lieu of salary under section 17(3) of Income- tax Act, 1961 | NIL | 5803 | 9570 | | 15373 |
| 2 | Stock Option | NIL | NIL | NIL | | NIL |
| 3 | Sweat Equity | NIL | NIL | NIL | | NIL |
| 4 | Commission | | | | | |
| | - as % of profit | 78257090 | NIL | NIL | | 78257090 |
| | - others, specify… | | | | | |
| 5 | Others, please specify- Ex-gratia | NIL | 7500000 | | | 7500000 |
| | Total (A) | 78257090 | 11156848 | 5786408 | | 95200346 |
| | Ceiling as per the Act | Rs 1566481949 (within the prescribed limits as per Companies Act, 2013) | | | | |

*Mrs Kalli Purie Bhandal being Whole Time Director has withdrawn salary from 08th February 2016 to 31st March, 2016.

**Mrs. Koel Purie Rinchet has resigned as Whole Time Director w.e.f. June 27, 2015. and thereafter she continues to hold the position of Non-Executive Director on the Board of the Company.

***In the case of Mrs. Koel Purie Rinchet, details doesn't includes amount of Gratuity of Rs. 10 Lac & Leave encashment of 3 lac, which are exempted u/s 10 of Income Tax Act, 1961.

**B. Remuneration to other directors**

| S N. | Particulars of Remuneration | Name of Directors | | | | | Total Amount (in Rs.) |
|---|---|---|---|---|---|---|---|
| | | Mr. Rajeev Thakore | Mr. Ashok Kapur | Mr. Anil Vig | Mr. Sudhir Mehra | Mr. Rajeev Gupta | |
| 1 | **Independent Directors** | | | | | | |
| | Fee for attending board committee meetings | 60000 | 150000 | 120000 | 20000 | NIL | 350000 |
| | Commission | NIL | NIL | NIL | NIL | NIL | NIL |
| | Others, please specify | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total (1) | 60000 | 150000 | 120000 | 20000 | NIL | 350000 |
| 2 | **Other Non-Executive Directors** | **Mr. Devajyoti Bhattacharya** | **Mrs. Koel Purie Rinchet** | | | | |
| | Fee for attending board committee meetings | 80000 | 40000 | | | | |
| | Commission | NIL | NIL | | | | |
| | Others, please specify | NIL | NIL | | | | |
| | **Total (2)** | 80000 | 40000 | | | | |
| | **Total (B)=(1+2)** | 470000 | | | | | |
| | Total Managerial Remuneration | | | | | | |
| | Overall Ceiling as per the Act | The Independent Directors and Non-Executive Directors are only paid sitting fees which are within the limits prescribed in the Companies Act, 2013. | | | | | |

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

| S N | Particulars of Remuneration | Key Managerial Personnel | | | |
|---|---|---|---|---|---|
| | | CEO | CS | CFO | Total |
| 1 | Gross salary | | | | |
| (a) | Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 37000086 | 5465559 | 16315022 | 58780667 |
| (b) | Value of perquisites u/s 17(2) of Income-tax Act, 1961 | Nil | Nil | Nil | Nil |
| (c) | Profits in lieu of salary under section 17(3) of Income-tax Act, 1961 | 64740 | 0 | 29559 | 94299 |
| 2 | Stock Option | Nil | Nil | Nil | Nil |
| 3 | Sweat Equity | Nil | Nil | Nil | Nil |
| 4 | Commission | | | | |
| | - as % of profit | Nil | Nil | Nil | Nil |
| | others, specify… | Nil | Nil | Nil | Nil |
| 5 | Others, please specify Ex-gratia | 10,000,000 | 1,500,000 | 7,500,000 | 19000000 |
| | Total | 47064826 | 6965559 | 23844581 | 77874966 |

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

| Type | | Section of the Companies Act | Brief Description | Details of Penalty/ punishment / compounding fee imposed | Authority RD/ NCLT/ Court | Appeal Made, if any |
|---|---|---|---|---|---|---|
| **A.** | **COMPANY** | | | | | |
| | Penalty<br>Punishment<br>Compounding | N.A. | | | | |
| **B.** | **DIRECTORS** | | | | | |
| | Penalty<br>Punishment<br>Compounding | N.A. | | | | |
| **C.** | **OTHER OFFICERS IN DEFAULT** | | | | | |
| | Penalty<br>Punishment<br>Compounding | N.A. | | | | |

**For and on behalf of the Board of Directors**

**Sd/-**
**Aroon Purie**
**Chairman & Managing Director**
**DIN- 00002794**
**Address-6 Palam Marg, Vasant Vihar, New Delhi-110057**

**Place: New Delhi**
**Date: 25.5.2016**

# ANNEXURE - 2 ANNUAL REPORT ON CSR ACTIVITIES

**(Pursuant to Section 135 of the Companies Act, 2013)**

**A brief outline of the Company's CSR policy:**

Corporate Social Responsibility ("CSR") is the Companies intent to make a positive difference to the society; Companies have realized that the Government alone will not be able to get success in its endeavor to uplift the Society so therefore the concept of CSR has gained its prominence in recent years and has been made mandatory as per Companies Act, 2013, which requires Companies to contribute some part of its profits towards the CSR activities. With the rapidly changing corporate environment, more functional autonomy and operational freedom we have adopted Corporate Social Responsibility as a strategic tool for sustainable growth. We are committed to operate our business with emphasis on CSR in all areas of our operation. We will integrate our business values and operations to meet the expectations of our shareholders, customers, employees, regulators, investors, suppliers, community and to take care of environment with best interest.

**CSR VISION**

1. Build a Powerful Partnership with Society for 'Sustainable Development';
2. To improve the quality of life of the communities we serve through long term stakeholder value creation.

The Board of Directors on the basis of recommendations received from CSR Committee has approved Swachh Bharat Abhiyan activities which shall be carried out through Care Today Fund (Implementing Agency) and monitored by CSR Committee as CSR project/programs for contribution towards Corporate Social Responsibility activities.

Visit http://specials.indiatoday.com/aajtaknew/download/csr_policy_final.pdf. for more details regarding the CSR activities.

**Composition of CSR Committee**

Keeping in line with the requirements of Section 135 of the Companies Act, 2013, the Board of Directors of the Company had constituted Corporate Social Responsibility Committee comprising of the following:

| S. No. | Name | Designation |
|---|---|---|
| 1. | Mr. Aroon Purie | Managing Director (Chairman) |
| 2. | Mrs. Koel Purie Rinchet | Whole-time Director |
| 3. | Mr. Ashok Kapur | Independent Director |
| 4. | Dr. Puneet Jain | Group - Chief Law & Compliance Officer & Company Secretary & Vice-President (Internal Audit) (Coordinator and Facilitator of the CSR Committee) |

| Sl. No | Particulars | Amount (in Rs.) |
|---|---|---|
| 1 | Average Net profits of the Company for the last three financial years | 827,126,633 |
| 2 | Prescribed CSR Expenditure (2% of the average net profits as specified above) | 16,542,533 |
| **3** | **Details of CSR expenditure spent during the financial year:** | |
| | a. Total amount to be spent for the financial year | 16,542,533 |
| | b. Amount unspent | NIL |

The manner of the amount spent during the financial year is detailed below:

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
|---|---|---|---|---|---|---|---|
| **S. No.** | **CSR Project or activity identified** | **Sector in which the Project is covered** | **Projects or Programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken** | **Amount outlay (budget) project or programs wise** | **Amount spent on the projects or programs Sub Heads: (1) Direct expenditure on projects or programs (2) Overheads** | **Cumulative expenditure upto to the reporting period** | **Amount spent: Direct or through implementing agency** |
| **1** | The full amount of CSR expenditure has been transferred to Care Today Fund Account for utilizing the amount in Swachh Bharat Abhiyan activities. Care Today Fund has already identified the relevant projects and sanctioned the budgeted outlay but none of the projects kicked-off during 2015-16. All projects identified have a completion target date of December 2017. | Swachh Bharat Abhiyan activities | N.A. | Rs. 1,65,42,533/- | Nil | Nil | NA |
| | **TOTAL** | | | Rs. 1,65,42,533/- | Nil | Nil | |

Care Today Fund part of India Today Group was setup to focus on CSR initiatives of the group and T.V. Today Network Limited had contributed in the past in CSR activities through Care Today Fund long before the provisions related to CSR under the Companies Act, 2013 were applicable.

Details of amount spent by Care Today Fund in respect of CSR contribution transferred by Company for the financial year 2014-15 is provided below:

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
|---|---|---|---|---|---|---|---|
| **S. No.** | **CSR Project or activity identified** | **Sector in which the Project is covered** | **Projects or Programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken** | **Amount outlay (budget) project or programs wise** | **Amount spent on the projects or programs Sub Heads: (1) Direct expenditure on projects or programs (2) Overheads** | **Cumulative expenditure upto to the reporting period** | **Amount spent: Direct or through implementing agency** |
| 1 | Feasibility study regarding in-stream treatment of Shadara drain<br>**Name of NGO Partner:**<br>SSRECOTECH PVT LTD, Delhi | Hygiene & sanitation (aligned to Swatch Bharat Abhiyan) | (1) Shadara Drain flowing through Noida<br>(2) Noida, Uttar Pradesh | Rs. 3.7 Lacs | Rs. 3.7 Lacs | Rs. 3.7 Lacs | Through implementing Agency |
| 2 | Construction of 132 household e-toilets<br>**Name of NGO Partner:**<br>U-Respect Foundation, Mumbai | Hygiene & sanitation (aligned to Swatch Bharat Abhiyan) | (1) Shahapur Taluka<br>(2) Thane District, Maharashtra | Rs. 29.04 Lacs | Rs. 28.25 Lacs | Rs. 28.25 Lacs | Through implementing Agency |
| 3 | Construction of 225 household toilets<br>**Name of NGO Partner:**<br>Nageshwara Charitable Trust, Nagpur | Hygiene & sanitation (aligned to Swatch Bharat Abhiyan) | (1) Paoni Gram Panchayat, Ramtek Block<br>(2) Nagpur District, Maharashtra | Rs. 33.75 Lacs | Rs. 28 lacs | Rs. 28 lacs | Through implementing Agency |
| 4 | Construction of 75 household bio-toilets<br>**Name of NGO Partner:**<br>Gram Vikas, Bhubaneswar | Hygiene & sanitation (aligned to Swatch Bharat Abhiyan) | (1) Villages of Badakurudangi, Khalamada and Ududa in Daspalla Block<br>(2) Nayagarh District, Bhubaneswar in Odisha | 15.50 Lacs | Rs. 14 lacs | Rs. 14 lacs | Through implementing Agency |
| | Total Programme Cost | | | Rs. 81,99,000 | Rs. 73,95,000 | Rs. 73,95,000 | |
| | Care Today Management Cost | | | | Rs. 3,69,750 | Rs. 3,69,750 | |
| | GRAND TOTAL | | | Rs. 81,99,000 | Rs. 77,64,750 | Rs. 77,64,750 | |

In case the Company has failed to spend the 2% of the Average net profits of the Last 3 Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Not Applicable

**OUR CSR RESPONSIBILITIES**

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives and Policy of the Company.

**Ashish Kumar Bagga**
Chief Executive Officer

DIN: 01023789
Aashirwad, A-4/2,
DLF City Phase-I, Gurgaon

**Aroon Purie**
Chairman & Managing Director
(Chairman CSR Committe)
DIN: 00002794
6, Palam Marg,
Vasant Vihar, New Delhi, 110057

Place: New Delhi
Date: 25th May, 2016

**Annexure-3**

## GLIMPSES OF CSR ACTIVITIES UNDERTAKEN

1. **Tentative date of completion of project: December 2016**
2. **Project activity status as of March 2016:**

| Name of the partner | Toilets proposed | Toilets completed | Construction started | Construction yet to start |
|---|---|---|---|---|
| U-Respect Foundation | 132 | 118 | 14 | 00 |
| Nageshwara Charitable Trust | 225 | 125 | 100 | 00 |
| Jeevan Rekha Parishad (JRP) | 75 | 30 | 10 | 35 |
| **Total** | **432** | **273** | **124** | **35** |

3. **Feedback from beneficiaries:**

   1. **Care Today Fund Team**

   Care Today Fund Team's continuous interaction with the partner organizations and during the team's visit to the project areas it was observed that the construction of toilets so far has extremely benefitted the beneficiaries, especially women and girl children and the whole households are using it to their extreme satisfaction. The ongoing project activities are progressing satisfactorily and would address the issues of sanitation and hygiene adequately with the project areas.

C. Balaji Singh, Executive Director, CTF, distributing certificates to the community members who actively supported toilet construction in Shahapur Taluk, Thane District, Maharashtra (Left); During his interaction with the beneficiaries from the same taluk.

   2. **Organization: Nageshwara Charitable Trust (NCT), Nagpur, Maharashtra**

      A) **Feedback From individual Households:**

      1. Earlier we had to go in open and always had fear of unknown men. Now as we are using our own toilet, we feel very safe.
      2. It was very embarrassing for us to sit next to road. The onlookers used to tease our young children. Now all these nuisances have stopped.
      3. It was very scary to go in dark due to fear of snake and stray animals.
      4. It was very embarrassing and shameful when our guests refuse to stay at our place as we did not have toilets at home. Now we feel proud to invite our relatives and guests.
      5. My daughter is studying in 9th standard and now, she is taking part in all school activities and she feels very safe while using our own toilet.
      6. The expenses on medicines have decreased to a great extent.

7. It was very difficult for us to go in open during rainy season.
8. To go to market, we have Bus service only twice a day. We used to miss the morning bus as many a time we have to wait to go out due to movement of people around. Now after having our own toilet, we never missed the bus and released from all the difficulties.

**B) From SHG Members and Anganwadi sevakas:**

It used to be a main subject in any meeting as the officials used to ask this embarrassing question of not having toilet and defecating in open. Now, we are discussing other developmental issues in the meeting.

**C) From GP Members:**

1. Now we have clean roads in our villages.
2. We feel proud and get support from officials in public programmes and government schemes.
3. We feel nice to see increased girls attendance in our schools.

**3. Organization: U-Respect Foundation, Thane Dist., Maharashtra**

**Feedback from Ms. Aliyani, one of the first beneficiaries who have started using the unit:**

"I have a family of 8 people in my home – Two of us, our four children (eldest daughter is 17 years and youngest son is 5 years) and my in-laws. We are so thankful to you people for providing us these toilets in our village. It was a difficult life for us before toilets came in, especially when our daughters would need to use it in the middle of the night. We would have to accompany them far. We would also have to accompany our girls during the day. My girls would feel so ashamed to go out in the open, always conscious of prying eyes. We would have to be so cautious always. Also the path to the open field was so filthy with young children sitting to defecate right on the path. Now that is soon going to change and we feel so much better. Also, the 'sone khat' (compost) that is being made is of very good quality. We used to buy these for Rs. 1000 a kg from the marketplace. Now this Rs. 1000 is saved. And if we have more compost, we can also sell it to people who would want it, thus making some more money. But we will first use it for our fields. Also since earthworms will increase, we will sell the excess earthworms to people who may need it."

**Feedback from Ms. Jayshree Daulat Valimbe, age 42 years**

"I have already started talking about the advantages of this toilet structure to other women folk in the village. Since mine was the first one to be built, many women came up to me to ask how I maintain it, and I do give them all information. I am much thankful to you and the people who supported this construction in our village. Now our village will surely become clean and green (Swaccha ani hirvi)."

BENEFICIARIES AT THEIR UNDER-CONSTRUCTION TOILET UNITS

**4. Organization: Jeevan Rekha Parishad, Bhubaneswar, Odisha**

A. I am Mrs Pramila Jani from Badakuradanki village. Menstruation, pregnancy and post natal period become more problematic for our women in rural areas as they go to forest for open defecation and disposal of clothes etc. With the construction of Toilet all these health problems of women will be solved. I am very happy that I have a Toilet, especially a Bio-toilet in my house to cater 6 members of my family. Thanks to the Care Today Fund/India Today Group/TVTN Ltd and NGO JRP for helping us in building toilets in our village.

B. My name is Mrs Jubati Jani from Badakuradanki village. I am a SHG member. We have started a campaign in the area called “Let us Build Toilets”. We are now aware that due to open defecation there is Diarrhea, Skin diseases, etc. Open defecation is one of the key contributors to mal-nutrition. I am educating the people of my area and they are very happy to have toilets in their houses.

C. I am Mrs Sukanti Jani of Badakuradanki village. I am very happy that I have a toilet for my family. I am little sorry that due to non- availability of space I have constructed the toilet on my other plot which is 500 meter away from my house. I have no alternative like many others. But we are very happy to have our own toilet. My son is recently married and he is happy that his wife will no more go to forest for open defecation.

5. **Actual photographs of the projects:**

- **Organization: U-Respect Foundation, Thane Dist., Maharashtra**

Some of the ongoing toilet construction works from Shahapur Taluk, Thane Dist.

Some of the completed and in-use toilets, along with the beneficiaries in front of them.

Bio-toilet construction in progress in one of the households in Daspalla Block, Nayagarh Dist., Odisha

- **Organization: Jeevan Rekha Parishad, Bhubaneswar, Odisha**

Happy women at their completed toilets (Left); An awareness program for the community members in progress (Right)

- **Organization: Nageshwara Charitable Trust (NCT), Nagpur, Maharashtra**

Construction of toilets in Ramtek block of Nagpur District, Maharashtra in progress

Completed and in-use toilets in Ramtek Block, Nagpur district, Maharashtra

**Annexure-4**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(i) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:**

| Sl. No. | Name of the Director/ KMP and their Designation | Remuneration Of Director/ KMP for financial year 2015-16 | % increase in Remuneration in the Financial Year 2015-16 | Ratio of remuneration of each Director to median remuneration of employees | $Comparison of each remuneration of KMP against the performance of company (In %) | Comparison of the Remuneration of the KMP against the performance of the Company |
|---|---|---|---|---|---|---|
| 1. | Mr. Aroon Purie, Managing Director | 78257090 | 16.65 | 138.61 | 5.31 | The total remuneration of Key Managerial Personnel increased by 56.43% from 10,88,24,295 in 2014-15 to 17,02,37,755 in 2015-16 whereas the Profit before Tax increased by 19.89 % (i.e. from Rs 1,22,87,71,008 in 2014 – 15 to Rs. Rs. 1,47,32,14,281 in 2015-16) |
| 2. | Mrs. Koel Purie Rinchet, Non Executive Director* | 5691487** | -39.14 | 10.08 | 0.39 | |
| 3. | Mrs. Kalli Purie Bhandal, Additional Whole Time Director @ | 10945813 | NA | 19.39 | 0.74 | |
| 4. | Mr. Anil Vig, Independent Director# | 120000 | 50.00 | 0.21 | NA | |
| 5. | Mr. Ashok Kapur, Independent Director# | 150000 | 50.00 | 0.27 | NA | |
| 6. | Mr. Rajeev Thakore, Independent Director***# | 60000 | -25.00 | 0.11 | NA | |
| 7. | Mr. Devajyoti Bhattacharya, Non Executive Director | 80000 | 100.00 | 0.14 | NA | |
| 8. | Mr. Sudhir Mehra, Additional Independent Director #@ | 20000 | NA | 0.04 | NA | |
| 9. | Mr. Rajeev Gupta, Additional Independent Director#@ | - | NA | NA | NA | |
| 10. | Mr. Dinesh Bhatia, Chief Financial Officer | 23474475 | 142.80 | N.A | 1.59 | |
| 11. | Mr. Ashish Kumar Bagga, Chief Executive Officer | 45251377 | 137.57 | N.A | 3.07 | |
| 12. | Dr. Puneet Jain, Group Chief Law & Compliance Officer & Company Secretary & Vice-President (Internal Audit) | 6657513 | 81.35 | N.A | 0.45 | |

* Mrs. Koel Purie Rinchet has resigned as Whole Time Director w.e.f. June 27, 2015 and thereafter she continues to hold the position of Non-Executive Director on the Board of the Company.

**Mrs. Koel Purie Rinchet had received Rs. 56,51,487 in the capacity of Whole Time Director (for the period April 01, 2015 to June 27, 2015) and Rs. 40,000 as sitting fee for attending Board and committee meetings in the capacity of Non-Executive Director (for the periodJune 28, 2015 to March 31, 2016)

@ Mrs. Kalli Purie Bhandal, Mr. Sudhir Mehra and Mr. Rajeev Gupta were appointed as on February 8, 2016, February 2, 2016 and March 5, 2016 respectively.

#Independent Directors are paid sitting fees for attending the Board Meetings and Committee Meetings of the Company.

***Mr. Rajiv Thakore has resigned as independent director on 4th November, 2015 from the Board of the Company.

$Performance has been compared against profit before tax.

(ii) During the financial year 2015- 2016, no employee received remuneration in excess of the highest-paid director.

(iii) The median remuneration (per annum) of employees of the Company during the financial year was Rs. 5,64,597. During the financial year, there was an increase of 7.19% in the median remuneration of employees.

(iv) There were 1135 permanent employees on the rolls of the Company as on March 31, 2016.

(v) Relationship between average increase in remuneration and company performance:

The profit before tax for the financial year ended March 31, 2016 increased by 19.89 % whereas increase in median remuneration was 7.19%. The average increase in median remuneration was in line with the performance of the Company.

(vi) a) Variations in the market capitalization of the Company :

The market capitalization as on March 31, 2016 at NSE was Rs. 18,48,66,55,289 in comparison to Rs. 12,93,77,84,594 as on March 31, 2015.

b) Price Earnings ratio of the Company as per price on NSE as on March 31, 2016 and March 31, 2015 was 19.60 and 15.95 respectively.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate a which the company came out with the last public offer in the year- The Company came out with an IPO at Rs. 95 per share in year 2004 and the market price of the share as on March 31, 2016 over BSE and NSE was Rs. 309.20 and 309.90 respectively. Thus, there is increase in 225.47 %and 226.21% in the price of the share on BSE and NSE respectively.

(vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 41.21% whereas the increase in the managerial remuneration for the same financial year was 56.43%.

Note: Managerial personnel shall mean Executive Directors and KMP as on March 31, 2016.

(viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

(ix) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## Annexure-5

**AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 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**

| Sl. No. | Name of the subsidiary | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Turnover | Profit before Taxation | Provision for Taxation | Profit after Taxation | Proposed Dividend | % of shareholding |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1. | T.V. Today Network (Business) Limited* | N.A. | N.A. | Rs. 1,500,000 | Rs. 469,132 | Rs. 2,233,451 | Rs. 264,319 | N.A. | NIL | Rs. 86,392 | Rs. 57,814 | Rs. 28,578 | N.A. | 100% |

Note:
1. *Yet to commence operations.
2. Name of subsidiaries which have been liquidated or sold during the year- Not Applicable

**Part B: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.
**Not Applicable as the Company doesn't have any Associate Company or Joint Venture**

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681
B-8/6018, Vasant Kunj,
New Delhi, 110070

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer*
*Company Secretary and Vice President - Internal Audit*
Membership No. F7158
H.No. 343, Sector 14,
Faridabad, 121007

sd/-
**Sudhir Mehra**
Director
DIN: 07424678
301 Avalon Apts.
Mehrauli Gurgaon Road
Manglapuri
New Delhi 110030

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794
6, Palam Marg,
Vasant Vihar,
New Delhi, 110057

Place: New Delhi
Date: 25th May, 2016

## Annexure- 6

# SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

**SECRETARIAL AUDIT REPORT**
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,
The Members,
T. V. Today Network Limited
(L92200DL1999PLC103001)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **T.V. Today Network Limited** (herein referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by it and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, 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 31st March, 2016, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment;

(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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, [hereinafter referred to as SEBI (LODR), 2015].

c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable during the period of audit)**

e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**

g) 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;

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable)** and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable)**

(vi) We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following applicable Act, Laws & Regulations to the Company

a) Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Provisions of Employee State Insurance Act, 1948

b) Workmen's Compensation Act, 1923, Equal Remuneration Act, 1976 and all other allied labour laws;

c) Telegraph Law;

d) Up Linking Guidelines for news and current affairs issued by the Ministry of Information & Broadcasting, Government of India

e) Custom Law;

f) Income Tax Act 1961;

g) Applicable Value Added Tax Act

h) Sales Tax Act;

i) Service Tax under Finance Act, 1994,

j) Wealth Tax Act, 1957,

k) Building rules and regulation as applicable in Noida,

l) Fire and safety guidelines / Measures,

m) Motor Vehicles Act and Rules made thereunder,

n) Cable Television Networks (Regulation) Act, 1995 and rules made thereunder

o) Cinematography Act, 1952:

p) The Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003,

q) Standards laid down by the Advertising Standards Council of India (ASCI),

r) All applicable radio laws

s) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

i. Secretarial Standards issued by the Institute of Company Secretaries of India and made effective 1st July, 2015

ii. The Listing Agreements entered into by the Company with the Stock Exchange(s) and SEBI (LODR), 2015 (Effective from 1st December, 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 Executive Directors, 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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

**We further report that** during the audit period the company has following event (Give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above):-

- The Company had passed a special resolution for increasing the limit of foreign Investment by foreign portfolio investors (FPI)/ Foreign Institutional Investor (FII)/Non Resident Indians (NRI) under Portfolio investment scheme (PIS).
- The Company has sold its FM Radio Stations located at Amritsar, Jodhpur Patiala and Shimla.

**For PI & Associates,**
**Company Secretaries**

Nitesh Latwal
(Partner)
ACS No.: A32109
C P No.: 16276

Place: New Delhi
Date: 25th May, 2016

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

## Annexure A"

To,
The Members,
T. V. Today Network Limited
(L92200DL1999PLC103001)

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI and Associates,**
**Company Secretaries**

Nitesh Latwal
(Partner)
ACS No.: A32109
C P No.: 16276

Place: New Delhi
Date: 25th May, 2016

## Annexure- 7

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The year 2015-16 was a crucial year for the Media and Entertainment(M&E) industry in India. A year that sparked hope but at the same time a year in which many expectations did not materialise.This was a year when costs generally went up as compared to the previous year.

The size of Indian M&E stands at INR 1,15,700 Crore in 2015 up by 12.8% from INR 1,02,600 Crore in 2014 with advertising revenue size at INR 47,500 Crore in 2015 up from INR 41,400 Crore. The Indian M&E industry is expected to grow at a Compound Annual Growth Rate (CAGR) of 14.3%to INR 2,26,000 Crore by 2020 with advertising revenues expected to grow to INR 99,400 Crore at a CAGR of 15.9%. *(SOURCE: KPMG- FICCI India Media and Entertainment Industry Report 2016)*

The growth in popularity of digital media continued to surge in 2015 with a significant growth in digital advertising of 38.2% over 2014. At the same time, traditional media also continued to exhibit healthy growth rates, with the television sector registering a 14.2% growth led by strong growth in advertising at 17% on the back of increased e-commerce spends and renewed spending by other sectors such as Auto, Telecom, Mobile handsets etc. Advertising revenue for News Television, however, grew at mid-single digit rates of 5-8% in 2015.

Subscription revenue growth, remained a challenge particularly for niche segments like News due to delays in Phase 3 digitization and further delays in availing the on ground benefits of Phase 1 and 2 digitization.

Phase 3 digitization failed to meet its deadline with only around 76 per cent of boxes seeded by December 2015. Many High Courts gave stay to DAS-III digitalization from 30 days to 90 days so the seeding of the Boxes was very slow While the government has not officially extended the timelines, the process has slowed down due to multiple court cases challenging the process.

For the Radio business, 2015 was a year where Phase III finally saw the light of day.

### SEGMENT–WISE OR PRODUCT-WISE PERFORMANCE

### TELEVISION

#### Performance and Industry Outlook

The details of performance of this segment have been provided in the Director's Report.

The television industry in India is estimated at INR 54,220Crore in 2015 up from INR 47,490Crore in 2014, and is expected to grow at a CAGR of 15.1% to reach INR 1,09,760Crore in 2020.

In 2015, during the first half, Multi-System Operators ('MSOs') continued to focus on improving their operating models in Phase I and II cities, while changing focus in the latter half of the year to rolling out STBs in Phase III areas. MSOs are continuing to build internal processes to reflect the change in business model from B2B to B2C service providers but different players have had varying degrees of success in achieving this.

The number of Cable and Satellite (C&S) subscribers is estimated to have reached 16Crore. Excluding DD Free Dish, the number of paid C&S subscribers is estimated at 14.50Crore in 2015, implying a paid C&S penetration of 83 per cent. The number of TV households in India are expected to increase to 20Crore by 2020, with paid C&S subscriber base expected to grow to 17.40Crore by 2020, representing 87% of TV households.

#### Distribution & Impact on Broadcasters

At the end of 2015, the digitization of C&S households (in terms of STBs rolled out) stood at 60 per cent including DD Free Dish subscribers. However, challenges in improving addressability and increasing monetization continue to trouble the industry. In 2015 as well, there was no significant impact of digitisation on sharing of subscription revenues among stakeholders or on carriage fees. The carriage was on the rise due to the expansion of new markets (BARC) and monopolistic era of MSOs in key markets

In 2014, the Ministry of Information and Broadcasting, extended the deadlines for Phase III and IV of Digital Addressable System (DAS) implementation from the earlier combined deadline of December 2014 to December 2015 and December 2016, respectively. A delay of 12 months is expected in the rollout of STBs in Phases III and IV each, and it is expected that the rollout of Phase IV would be largely completed by December 2017. The benefit of digitization in these phases in terms of improved addressability and Average Revenue Per User ('ARPU') are expected to take much longer. At the end of 2020 it is expected that digital cable subscribers and DTH subscribers would be in the ratio of 53:47 with 9 Crore digital subscribers, and 7.90 Crore DTH subscribers by 2020.

Even though there is a push from the government to roll out domestically manufactured STBs in phases III and IV, according to industry discussions this may be difficult to achieve because of several reasons such as - i) Domestic STB manufacturing facilities may not be able to scale up in such a short period of time, ii) The foreign STB manufacturers provide vendor financing which is critical for MSOs, iii) The quality of imported STBs is superior in most cases, and iv) There are no incentives from the government to use domestically manufactured STBs.

Another emerging trend is that the LCOs in phase III and IV areas are uniting to form cooperatives so that they can combine their finances and digitize on their own, without being backed by a MSO. These cooperatives MSOs are not backed by the technology i..e CAS / SMS so the survival chances in long run are very less.

As per the TRAI's revised regulations on channel aggregators, broadcasters cannot package their channels with those of other broadcasters while offering them to cable and DTH operators. This led to lower bargaining power to broadcasters while negotiating subscription revenues and carriage fees with MSOs and DTH operators. While this did not necessarily impact large broadcasters with a strong portfolio of channels, it has become more difficult for smaller broadcasters having only a few channels as also for cluttered segments like News where many channels are Free to Air. The newly impacted NSTPL TDSAT judgement with effect from 1st Apr'16 has forced broadcasters to come up with the new RIO Rates w.e.f. 1st May'16 and simultaneously TRAI has issued a consultation paper related to subscription model and carriage fees. The new tariff order which will come out soon will also impact broadcasters. These two developments will have an impact on the subscription and carriage fees.

After a rollout of STBs in Phase I and Phase II markets, there was an initial decline in carriage fees, but there has not been any significant decline after 2014. As per industry discussions, there was an increase in the overall carriage fees paid to distributors in 2015 due to the launch of new channels and channels continuing to increase distribution coverage in smaller towns and cities. Carriage fees remained broadly stable for existing small deals, but new deals/existing monopolistic deals saw a hike of 5-10 per cent in carriage fees. Looking into 2016, the same trend is expected to continue.

### Broadcasting Revenue- Advertising

The TV advertising industry witnessed a 17% growth on the back of a strong economy, growing ad spends by ecommerce companies, contribution from cricket events and two important state elections. This is higher than the 13% projected in *KPMG- FICCI India Media and Entertainment Industry Report* last year. As against TV Industry growth of 17 % TV News witnessed a muted mid-single digit growth of 5-8%.

Update on ad cap regulation - TRAI had passed a regulation in March 2013 that restricted advertisements to 12 minutes per hour, allowed for advertisements only during breaks of live sporting events, prohibited partial advertisements and required broadcasters to submit details of advertisement scarried on their channels in a specified format to TRAI. This had left the industry divided. While several Hindi entertainment channels implemented the rule, the News Broadcasters Association (NBA), independent music channels and several regional broadcasters appealed against the TRAI' order in the Delhi High Court. The Delhi High Court passed an interim order prohibiting TRAI from taking any coercive action against channels not following the ad-cap regulations and the case is expected to beheard in the Hon'ble Delhi High Court next on 21st July 2016.In a latest development, the hearing in the ad cap case has been postponed by the Delhi High Court until August 1, 2016

**News genre**- The TV news industry grew at mid single digit rates of 5-8%. Much of the growth came from increased spending of non-traditional players such as e-commerce and auto while spending by traditional players such as FMCG and financial services was lower than expected. Over the past two years, many of the top news broadcasters have reduced their ad inventory by showcasing about 18-20 minutes of ads on Hindi news channels. This reduction in ad inventory has however, not been matched by an equal increase in ad rates which grew in the low single digits. Some of the regional and Hindi news broadcasters have tried to balance this by targeting the smaller and niche brands, which do not have negotiating power of the larger media buying agencies. While currently these smaller brands contribute to only 30 per cent of the news advertising pie, over the next few years this could increase to as much as 60 to 70 per cent for the Hindi and the regional news genre.

The year 2015 was not a good year even from the perspective of costs, as the benefits of digitisation have not fully set in and the news channels continued to see an increase in employee and talent costs. Carriage fee which was supposed to continuously decline with digitisation, in fact increased for new deals. News channels still do not see much potential in subscription based revenues. While consolidation in the news space makes sense due to lack of financial viability of so many news channels, it is unlikely to happen over the short term due to low cost of entry and exit as well as imbalance in value expectations. With increasing penetration of internet and smart phones, consumption of news on digital platforms continues to gain traction, including live streaming of TV news channels. Going forward, industry participants expect that digital will act as a complementary source of revenues for TV news broadcasters. News broadcasters are also trying to leverage the digital opportunity by increasing viewer engagement on social media.

**other developments**: Other themes in 2016 and going forward-Upcoming regulations that can impact the industry.

### Commercial establishments

As per the amendment to the 2004 broadcasting and cable TV tariff order made by TRAI in July 2014, broadcasters cannot charge differential rates to commercial subscribers which do not specifically charge customers on account of showing TV programmes. Instead broadcasters should charge them on a per television basis like an ordinary subscriber.However, in cases in which commercial establishments specifically charge extra to its clients or visitors on account of viewing of channels at its premises, the tariff would be as mutually agreed between the broadcaster and the commercial subscriber. The amendment also directs that commercial subscribers cannot obtain television service from broadcasters directly

and have to do so only from a distribution platform such as MSO or DTH operator.

The TV broadcasters did not respond well to these amendments since at present they charge commercial establishments with a high premium. The Indian Broadcasting Federation (IBF) appealed against the order with TDSAT which ruled that i) the RIO must reflect the rates of channels and bouquets along with any bulk discount schemes, ii) the a la carte rate and bouquet rates must be in accordance with the ratio mandated by TRAI, iii) broadcasters have to issue fresh RIOs in compliance with the interconnection regulations within one month from the operationalisation of the order. As per the TDSAT order all rates and discounts have to be made public, removing any kind of discriminatory pricing.

Broadcasters are planning to approach the TDSAT again requesting it to delay the implementation of the RIO Order until the TRAI completes the ongoing consultation on the review of tariff systems.

**Broadcast Audience Research Council (BARC)** - The implementation of the viewership measurement system by BARC was a major initiative in 2015. While inclusion of rural markets and increase in sample size led to a reshuffle in the rankings of channels, particularly highlighting the viewership of FTA channels, there was no immediate impact on the advertising budget among channels or genres as a result of this.

## DIGITAL MEDIA

Digital Media as a category grew the fastest in 2015 at 38.2% and is expected to show a growth of 34.9% in 2016. It is expected to reach a value of INR 8,110Crore, accounting for 14.8 per cent of the total advertising expenses in 2016, keeping it the third largest contributor after television and print. Digital ad spends outperformed expectations in 2015 growing almost 38.2% over 2014 to reach INR 6,010Crore. It is expected to cross INR 25,500Crore in 2020 driven by a number of factors including:

- Increasing allocation of budgets to engage customers through the digital medium.
- Shift of traditional companies using digital channels for their business's operations.
- Continued allocation of spend from ecommerce companies.
- Significant rise in consumption of video online, a category that tends to attract much higher CPMs.

## RADIO

### Performance

The Board on February 6, 2015 approved the sale of Radio FM Business (seven radio stations) of the Company subject to regulatory approvals and authorized a Committee of Senior Officials to negotiate and execute requisite documents with potential buyers. With the approval of Ministry of Information and Broadcasting ("MIB") , Company sold its FM Radio Stations in Amritsar, Jodhpur, Patiala and Shimla to Entertainment Network (India ) Ltd vide Business Transfer Agreement dated September 11, 2015

With respect to sale of remaining Metro Radio Stations at Delhi, Mumbai and Kolkata MIB by its order dated May 1, 2015 denied approval on the ground that the proposed sale was not in conformity with the FM Radio Guidelines. The Company has further challenged the above referred MIB order with the Hon'ble High Court and the matter is pending.

### Industry outlook

The completion of the Stage I of the Phase III auctions, migration of existing operators from Phase II to Phase III and the announcement of the hike in the FDI caps for FM radio brought much cheer to the industry. Companies spent approximately INR 1056 Crore to acquire 91 new stations and will spend INR 3933 Crore as they migrate their existing 243 stations to Phase III in 2015.

The radio industry is enjoying a steady CAGR of 14.5 per cent and grew by an estimated 15.1 per cent in 2015 to reach a revenue of INR 1980Crore. Growth has been driven by both - volume enhancement in tier II and tier III cities and an overall increase in ad rates.

Stage 1 of Phase III FM Radio auctions have been the costliest in the history of the FM industry. INR 522 Crore was paid for stations in Mumbai, Delhi and Bengaluru alone. The Non-refundable One Time Entry Fee (NOTEF) of INR 1055 Crore along with Non-refundable One Time Migration Fee (NOTMF) payable of INR 3933 Crore is much higher than what was spent for the earlier Phases I and II.

### Major implications

Geographical expansion-With phase III, the industry is likely to look for expansion in tier II and tier III cities.

Mergers and acquisitions- Larger players in the radio segment expanded into tier II and tier III cities through acquisitions of smaller players in the industry.In order to migrate from Phase II to Phase III licensing, radio channels were required to pay a large one time migration fee. Hence, Radio channels have sought funds to upgrade equipment and meet working capital requirements. As the trend of consolidation continues, the large networks- are likely to emerge as strong national players , smaller players may therefore struggle.

## OPPORTUNITIES AND THREATS

### Opportunities

Media and Entertainment Industry in India consists of different segments such as television, prints and films. This sector is a sunrise sector for the economy witnessing impressive growth. TV Today Network which is operating various portfolios, leverages immense opportunities available in this industry through the diversified portfolio which it operates.

### Threats

Various threats faced by Media and Entertainment Industry and in particular by the Company include piracy, violation of intellectual property rights, lack of quality content, etc. The Company is continuously monitoring the various threats which can hamper the growth of the Company and is taking appropriate and effective steps in this regard.

## OUTLOOK

TV Today Network has continued on its growth trajectory with the channels from the network – Aaj Tak, India Today TV, Tez and Dilli Aaj Tak growing consistently in market share, coverage and the credibility they enjoy with audiences and advertisers.

The leadership position of Aaj Tak as the No. 1 News Channel for the last 15 years in a row since inception has contributed to the growth in advertising revenues. Aaj Tak has established its supremacy as the Nation's No. 1 News channel across viewership measurement currencies of BARC, TAM, TGI 2015 Wave 2 and IRS 2014.

Aaj Tak has maintained its Leadership among Hindi News Channels in the new Audience Measurement System BARC with a Market Share of 17.3% (15+ NCCS All, HSM, Wk 21'15-13'16, Relative Share basis Imp '000 out of 10 Hindi News Channels). Aaj Tak has also crossed average weekly 100 million viewers mark for 20 weeks in a row in 2015-16 (4+ NCCS All, India, Wk 46'15-13'16, Coverage)boosted by its launch on a Government operated Free To Air DTH platform – DD Freedish.

The English news channel from the network, India Today TV has shown stellar growth and has already become the Clear No. 2 English News channel in less than a year since launch. The 24hr English News channel is built on the 40 year legacy of the India Today Gold Standard of journalism and has consistently grown to become the No. 2 English News Channel with a Market Share of 19.2% (Source: BARC, 22+ M NCCS AB 6 Megacities, Wk 21'15-13'16 Relative Share basis Imp '000 out of 5 English News Channels). The channel was also # 1 on Wk 22'15 and had the highest coverage among English News channels over 6 consecutive Weeks (22+ NCCS AB, 6 Megacities, Wk 21-26'15).

The Hindi News channel "Tez" from the Network has already left behind established news channel NDTV India. In HSM Metros Tez is ahead of IBN 7 & NDTV India with 6.5% share in last quarter of the year (15+ NCCS All, Delhi Mumbai & Kolkata, Wk 1-13'16, Relative Share basis Imp '000 out of 10 Hindi News Channels).

The Delhi focused channel from the Network - "Dilli Aaj Tak" is also delivering good ratings with a market share in Delhi of 4.1% (15+ NCCS All, Delhi, Wk 21'15-13'16, Relative Share basis Imp '000 out of 11 Hindi News Channels).

All channels have contributed to the revenue growth of the Company in the financial year ended 2015 and all the brands are expected to further propel the growth of the Company in the coming years. The Company is constantly investing in content as well as marketing & distribution on the basis of detailed research in order to achieve better ratings.

The new rating currency of BARC Rating System has ranked Aaj Tak, India Today Television, Tez and Dilli Aaj Tak extremely favourably. The robust ratings are expected to drive your company towards more growth in the coming times.

## RISK AND CONCERNS

### A. Television

### Issues of MSO's and LCO's

MSOs face additional risks associated with managing LCOs. Since the MSO primarily drives a B2B model with LCOs, they have very limited control on key subscriber touch points and subscriber experience delivery. MSOs have very limited visibility on subscriber billing and service provisioning. Additionally, LCOs often underreport subscription figures to MSOs leading to revenue leakages. The ability of an operator to effectively control these risks can directly impact revenue and margins.

### Competition leading to increasing content and distribution Cost

In the current scenario, broadcasters are vying for a share of viewer eye balls, in order to chase ad spends. Fragmentation of viewership ratings and excess capacity are forcing players to incur high marketing, content and distribution costs in order to stay competitive.

### Measurements systems

The implementation of the viewership measurement system by BARC, was a major initiative by the industry in 2015. While inclusion of rural markets and increase in sample size led to a reshuffle in the rankings of channels, particularly highlighting the viewership of free-to-air channels, there was no immediate impact on advertising (ad) budget allocations among channels or genres. Going forward, sustained trends in ratings could lead to advertisers re-thinking their ad spend mix and broadcasters their content strategy.

Aaj Tak gets a sizeable premium for its advertising over its competitors. Any significant change in market share of its viewership may lead to a dilution of the premium.

### Tax and Regulatory Concerns:

The Indian M&E Industry is a sunrise sector for the economy and is growing at a rapid pace. Rising income and evolving lifestyles, backed by increasing digitisation and higher internet usage, pave way for the tremendous scope of growth for almost all segments of this industry.

However, industry players face nebulous and vexatious taxation issues. Considering the positive global investor sentiments, the Indian demographics and the probability of high growth, the industry was hoping for resolution of some

of the tax issues faced by it. Although no tax exemptions/ benefits have been made available specifically to the M&E sector, the incentives to boost growth or employment generation, and simplification/rationalisation of taxation, with a focus on reducing litigation and providing certainty in taxation should bring some respite.

Discount given to advertising agencies by broadcasters- Generally, advertising agencies purchase advertisement airtime from broadcasters for placement of advertisements of their clients on the television channels of the broadcasters. As a customary practice followed by the broadcasting industry, the invoice raised by them on advertising agencies reflected standard discount of 15 per cent. The tax authorities have been contending that such discount is in the nature of 'commission or brokerage' paid by television channels to advertising agencies and accordingly, is liable to withholding tax at 10 per cent under Section 194H of the IT Act. However, taxpayers believe that the aforesaid discount given to advertising agencies is not in the nature of 'commission or brokerage' and hence, not liable for TDS under Section 194H of the IT Act. The above controversy has resulted in protracted litigation on the matter.

However, recently, the CBDT vide a circular No. 5 / 2016 dated 29.02.2016 has clarified that the deduction of tax is not required on payments made by television channels/ newspaper companies to the advertising agency for booking or procuring of or canvassing for advertisements, bringing much relief in this matter.

Taxation of Transponder charges- Broadcasting companies make payments for-transponder charges to the satellite companies for transmission of their TV signals. The tax authorities contend that payments made towards transponder charges are in the nature of 'royalty'. However, in the case of Asia Satellite Telecommunications Co. Ltd. (Asia Sat), the Delhi High Court has held that such payments do not constitute 'royalty' and are not liable to tax in India.

With a view to override the above decision, the definition of 'royalty' under the IT Act was amended vide the Finance Act, 2012, to bring within its ambit payments made for transmission of signals by satellite. Though Delhi High Court in the case of TV Today Network Limited affirmed the taxability of payments towards transponder charges as 'royalty' under the Indian IT Act, in view of the retrospectively amended definition of 'royalty', but it did not decide on the alternative plea of the company that the same cannot be taxable under Double taxation treaty. On the alternative plea The Delhi High Court referred back the case to the Tribunal and in turn the Tribunal referred the case back to the file of Assessing Officer, which is still undecided and pending.

However, recently, the Delhi High Court in the case of New Skies Satellite BV [ITA No. 473 and 474 of 2012] and Shin Satellite Public Co. Ltd. [ITA No. 500 of 2012] has held that even post the amendment in the definition of royalty under the IT Act, payments received by foreign satellite companies for lease of transponders is not taxable as royalty under the tax treaty. Thus, relying on this decision, non-resident taxpayers can continue to take the benefit of tax treaties entered into with India to contend that such payment is not in the nature of 'royalty' under the tax treaty and hence, not liable to tax in India.

### B. FM Radio

#### Sale of Radio Stations

The Board on February 6, 2015 approved the sale of Radio FM Business (seven radio stations) of the Company subject to regulatory approvals and authorized a Committee of Senior Officials to negotiate and execute requisite documents with potential buyers. On February 16, 2015, an application was filed with the Ministry of Information and Broadcasting ("MIB") seeking its approval for the sale of Radio FM Business to ENIL. Since there was no response from the MIB on the application filed by the Company, the Company filed a writ petition in the Delhi High Court to expedite the matter. On April 20, 2015, the Court directed the MIB to decide the Company's application within two weeks. MIB by its order dated May 1, 2015 denied approval to the sale of Radio FM Business on the ground that the proposed sale was not in conformity with the FM Radio Guidelines.

The Committee further challenged the above referred MIB order with the Delhi High Court. Thereafter on the basis of representation filed by the Company with MIB, it conveyed its approval for sale of FM Radio Stations in Amritsar, Jodhpur Patiala and Shimla vide its letter dated 20th July, 2015 and the Company entered into Business Transfer Agreement with respect to the above four stations on September 11, 2015 with ENIL. The sale of Radio Stations at Delhi, Mumbai and Kolkata was not approved by MIB since it was stated by MIB that the sale of these stations was not in conformity with the FM Radio Guidelines, the matter is pending with the Hon'ble High Court.

#### Changes to Copyright Act

Another area of concern is the amendment to the Copyright Act, which have introduced a new right in favor of broadcasters i.e. "Statutory License", which applies to all broadcasters. It is pertinent to mention that though the Copyright Rules have been framed in 2013, till date the procedural aspects of availing the benefits of statutory licensing by the radio broadcasters still remains to be framed.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has adequate internal control system commensurate with the size and nature of its business. Your Company's internal audit process is being handled by one of the top four audit firms, Ernst & Young. The audit reforms initiated by the New Companies Act, 2013 are also being implemented by your Company.

Your Company's internal control is designed to:

- Safeguard the Company's assets and to identify liabilities.
- Ensure the transactions are properly recorded and authorized.
- Ensure maintenance of proper records and processes that facilitates relevant and reliable information.
- Ensure compliance with applicable laws and regulations.

Further, Ernst & Young conducts extensive audits round the year covering each and every aspect of the business activity so as to ensure accuracy, reliability and consistency of records, systems and procedures. The recommendations and observations of the internal auditors are being reviewed regularly by the Audit Committee.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company continued to show good financial performance in the fiscal year 2015-16.

Total Revenue of the Company registered a growth of 15.41%, up from Rs. 49925 lacs in FY 14-15 to Rs. 57620 lacs in FY 16. The major factor contributing to the growth was advertisement revenue in both Hindi and English channels - Aaj Tak and India Today Television. On the cost side, the increase in employee cost is in line with Industry trend as the demand for of talent led to higher cost. The employee expenses were up by 22 % over the last year due to hiring of new talent and increments. Advertisement & sales promotion expenses were up by 18% over the last year, which included a one-time cost of launch of English news channel India Today. The EBITDA at Rs. 17769 lacs in FY16, up by 15% over the last year figure of Rs. 15437 lacs in FY15.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS (INCLUDING NUMBER OF PEOPLE EMPLOYED)

Your Company's employee strength as on 31st March 2016 was 1135. Your Company considers human resources to be one of the key elements to sustain competitive advantage in the Media sector. Media organisations are human resource driven; its growth depends upon the quality contribution made by the people in the organisation. Your Company recognizes the concept that the growth of the employees and the Company go hand-in-hand. Therefore, your Company recognizes human resource as a key component for facilitating organisational growth. Your Company has continuously worked to create and nature an organisation that is highly motivated, result oriented and adaptable to the changing business environment.

## CAUTIONARY STATEMENT

The statement made in this report describing the Company's objective, expectations and predictions may be forward looking statement within the meaning of applicable securities laws and regulations. These statements and expectations envisaged by the management are only estimates and actual results may differ from such expectations due to known and unknown risks, uncertainties and other factors including, but not limited to, changes in economic conditions, government policies, technology changes and exposure to market risks and other external and internal factors, which are beyond the control of the Company.

**For and on behalf of the Board of Directors**

Place: New Delhi
Date: May 25, 2016

**Aroon Purie**
**Chairman & Managing Director**
**DIN: 00002794**
**6, Palam Marg, Vasant Vihar,**
**New Delhi, 110057**

## REPORT ON CORPORATE GOVERNANCE

**Annexure- 8**

**1. Company's philosophy on Corporate Governance:**

Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Company is committed to and firmly believes in, following good corporate governance practices, as they are critical for meeting its obligations towards shareholders and other stakeholders. Our Corporate Governance framework ensures effective engagement with our stakeholders and helps us evolve the changing times.

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. For us, Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation.

The Securities and Exchange Board of India (SEBI) introduced the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), effective on December 1, 2015, to bring in additional corporate governance norms for listed entities and provide for stricter disclosures and protection of investor rights, including equitable treatment for minority shareholders.

We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance. We firmly believe that Board independence is essential to bring objectivity and transparency in the management and in the dealings of the Company. As on March 31, 2016, the Board consists of 8 members out of which 4 members are Independent Directors.

Over the years, we have strengthened governance practices. These practices define the way in which business is conducted and value is generated. Stakeholders' interest is taken into account, before making any business decision.

**2. Board of Directors:**

**Composition:**

The Company's Board of Directors ("the Board") is the guardian of fairness, transparency and accountability and provides appropriate directions with regard to leadership, vision, strategy, policies, monitoring, supervision and accountability to shareholders and to achieve greater levels of performance on a sustained basis as well as adherence to the best practices of Corporate Governance. The Board also provides directions and exercises appropriate control to ensure that the Company fulfills stakeholders' aspirations and societal expectations.

**a. Composition of Board of Directors of the Company and their Directorship(s)/ Committee Membership(s)/ Chairmanship(s), number of meetings held and attended by them etc., during the financial year ended March 31, 2016 are provided below:**

| Name of the Director | Category | Board Meetings held during the F.Y. 2015-16 | Board Meetings attended during the F.Y. 2015-16 | Whether last AGM attended | Directorships in other companies | No. of Memberships/ Chairmanships of other Board Committees | |
|---|---|---|---|---|---|---|---|
| | | | | | | Membership | Chairmanship |
| Mr. Aroon Purie | (Promoter)-Chairman & Managing Director | 5 | 5 | Yes | 11 | NIL | NIL |
| Mrs. Koel Purie Rinchet* | Non-Executive Director | 5 | 4 | No | 1 | NIL | NIL |
| Mr. Anil Vig | Non-Executive-Independent Director | 5 | 3 | Yes | 14 | NIL | NIL |
| Mr. Rajeev Thakore** | Non-Executive-Independent Director | 5 | 3 | No | N.A | N.A. | N.A. |
| Mr. Rajeev Gupta*** | Non-Executive-Independent Director | 5 | N.A. | N.A. | 8 | 04 | NIL |

| Name of the Director | Category | Board Meetings held during the F.Y. 2015-16 | Board Meetings attended during the F.Y. 2015-16 | Whether last AGM attended | Directorships in other companies | No. of Memberships/ Chairmanships of other Board Committees | |
|---|---|---|---|---|---|---|---|
| | | | | | | Membership | Chairmanship |
| Mr. Sudhir Mehra@ | Non-Executive-Independent Director | 5 | 1 | N.A. | NIL | NIL | NIL |
| Mr. Ashok Kapur | Non-Executive-Independent Director | 5 | 4 | Yes | 18 | NIL | NIL |
| Mrs. Kalli Purie Bhandal$ | Whole Time Director | 5 | N.A. | N.A. | 4 | NIL | NIL |
| Mr. Devajyoti Bhattacharya | Non- Executive Director | 5 | 5 | No | 9 | 01 | NIL |

*Mrs. Koel Purie Rinchet has resigned as Whole Time Director w.e.f. June 27, 2015. and thereafter she continues to hold the position of Non-Executive Director on the Board of the Company.

**Mr. Rajeev Thakore has resigned as Independent Director w.e.f November 04, 2015.

$Mrs. Kalli Purie Bhandal has been appointed as a Whole Time Director w.e.f February 08, 2016.

@Mr. Sudhir Mehra has been appointed as an Independent Director w.e.f February02, 2016.

***Mr. Rajeev Gupta has been appointed as an Independent Director w.e.f March 05, 2016.

**b. Number of Board meetings -**

During the financial year ended March 31, 2016, the Board met five times on May 12, 2015, May 21, 2015, August 04, 2015, November 13, 2015 and February 08, 2016.

**Notes:**

1. None of the directors is a member in more than ten Board Committees or a chairman of more than five Committees as required under Regulation 26 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Only two Committees viz. the Audit Committee and the stakeholders' Relationship Committee are considered for the purpose of calculating the membership and chairmanship in the committees.
3. Mr. Aroon Purie is the father of Mrs. Koel Purie Rinchet and Mrs. Kalli Purie Bhandal. Mrs. Koel Purie Rinchet and Mrs. Kalli Purie Bhandal are sisters. No other Director is related to any other Director in terms of the definition of relative given in the Companies Act, 2013.
4. The Non-executive Directors including Independent Directors do not hold shares in the Company.
5. The details of Familiarization programmes imparted to Independent Directors is uploaded on the website of the Company. The weblink for such details is http://aajtak.intoday.in/investor.

**c. Code of Conduct**

The Board had laid down a revised code of conduct for all the Board members and senior management personnel of the Company as per Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 which is also posted on the web-site of the Company (www.aajtak.intoday.in).

All Board members and senior management personnel to whom the code of conduct is applicable have affirmed compliance with the code for the financial year 2015-16.

A declaration signed by the Chief Executive Officer of the Company to this effect is attached as Annexure-B to the Corporate Governance Report.

**3. Committees of the Board**

**I. Audit Committee:**

**i. Brief description of terms of reference:**

The terms of reference of the Audit Committee including its role & powers as specified in Section 177 of the Companies Act, 2013 and also in Regulation 18 of Securities Exchange of India (Listing Obligations and disclosure Requirements) Regulations, 2015, as amended from time to time, inter alia, includes the following:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. Approval or any subsequent modification of transactions of the company with related parties;
4. Scrutiny of inter-corporate loans and investments;
5. Valuation of undertakings or assets of the company, wherever it is necessary;
6. Evaluation of internal financial controls and risk management systems;
7. Monitoring the end use of funds raised through public offers and related matters.
8. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
9. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Disclosure of any related party transactions.
   g. Modified opinion (s) in the draft audit report.
10. Reviewing, with the management, the quarterly financial statements, annual financial statements and auditors' report thereon before submission to the board for approval;
11. Review of Management Discussion & Analysis of Financial conditions & results of operations;
12. Review of statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
13. Review of management letters/ letters of internal control weaknesses issued by the Statutory Auditors;
14. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
15. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
16. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
18. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
19. Discussion with internal auditors of any significant findings and follow up thereon;
20. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
21. Review of internal audit reports relating to internal control weaknesses;
22. The Appointment, removal & terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
23. Audit committee shall review the following :
    I. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (listing obligations and disclosure requirements) regulations, 2015.
    II. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the SEBI (listing obligations and disclosure requirements) regulations, 2015.

24. The Audit Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company;
25. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
26. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
27. To review the functioning of the Whistle Blower Mechanism.
28. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
29. The Audit Committee of the company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.
30. Examination of the financial statement and the Auditor's report thereon
31. Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to the conditions as prescribed under Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions.

**ii. Composition, name of members and Chairperson:**

The Audit Committee has been constituted as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities Exchange of India (Listing Obligations and disclosure Requirements) Regulations, 2015 and comprises of Mr. Ashok Kapur as Chairman and Mr. Rajeev Gupta, Mr. Sudhir Mehra and Mr. Anil Vig, as its members. All the members of the Committee including the Chairman are Independent Directors. The composition of the Committees is in conformity with Regulation 18 of Securities Exchange of India (Listing Obligations and disclosure Requirements) Regulations, 2015.

All members of the Committee are financially literate, Mr. Rajeev Gupta and Mr. Sudhir Mehra are financial expert. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

**iii. Meetings and attendance during the year:**

The Audit Committee met five times during the year on May 12, 2015, May 21, 2015, August 04, 2015, November 13, 2015 and February 08, 2016.

The attendance record of the members is as follows:

| Name of the Director | Status | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| Mr. Ashok Kapur | Chairman | 5 | 4 |
| Mr. Rajeev Thakore* | Member | 5 | 3 |
| Mr. Anil Vig | Member | 5 | 3 |
| Mr. Sudhir Mehra | Member | 5 | 1 |
| Mr. Rajeev Gupta** | Member | N.A. | N.A. |

*Mr. Rajeev Thakore has resigned as Independent Director w.e.f November 04, 2015.

** Mr. Rajeev Gupta was appointed w.e.f 05th March, 2016, therefore attendance in the meeting of Board and Audit Committee are not applicable.

**iv. Review of information by the Audit Committee**

The Audit Committee reviews the reports of the Internal Auditors, meets Statutory and Internal Auditors as and when required & discusses their findings, observations, suggestions, internal control system, scope of audit and other related matters. The appointment, removal and terms of remuneration of Internal Auditors is subject to review of the Audit Committee. The Audit Committee also reviews Management Discussion & Analysis of financial conditions and results of operations. It also approves related party transactions as required under Section 177, 188 of the Companies Act, 2013 read with rules made there and Securities Exchange of India (Listing Obligations and disclosure Requirements) Regulations, 2015 submits the same to the Board of Directors for their subsequent approval.

**II. Nomination and Remuneration Committee:**

**i. Brief description of terms of reference:**

The Nomination & Remuneration Committee (hereinafter referred as Committee) has been constituted pursuant to Section 178 of the Companies Act, 2013 and in accordance with Securities Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for considering the appointment, removal, fixing/ determination of remuneration of Managing Director/ Directors, the Key Managerial Personnel and personnel one Level below the Board of the Company and to review the same from time to time and for carrying out evaluation of every director's performance.

Terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

1. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal,
2. Formulating 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, KMP and other employees;
3. Formulate a familiarization programme to acquaint Directors with the Company and its business etc.
4. Formulating the criteria for evaluation of every directors performance;
5. Devising a policy on Board diversity;
6. The Committee shall take into consideration and ensure the compliance of provisions of Section 196, 196 read with Schedule V of the Companies Act, 2013 while appointing and fixing remuneration of Managing Directors / Whole-time Directors;
7. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
8. The Committee shall consider and recommend to the Board shares to be allotted to the eligible employees pursuant to the ESOP Scheme of the Company. Further, the Committee shall have the authority in its discretion:
   i. To determine the Exercise Price;
   ii. To select the Employees to whom Options may from time to time be granted hereunder;
   iii. To determine whether and to what extent Options are granted hereunder;
   iv. To determine the number of Shares to be covered by each Options granted hereunder;
   v. To approve forms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for use under the Plan;
   vi. To determine the terms and conditions, not inconsistent with the terms of the Plan, of any award granted hereunder;
   vii. To prescribe, amend and rescind rules and regulations relating to the Plan;
   viii. To construe and interpret the terms of the Plan and Shares issued pursuant to the Plan; and
   ix. To take decisions on other matter as may be necessary for administration of this Plan.
9. The Committee shall perform other activities as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

**ii. Composition, name of members and Chairperson:**

The Committee comprises of Mr. Ashok Kapur as Chairman and Mr. Devajyoti Bhattacharya and Mr. Anil Vig as its members. Mr. Ashok Kapur the Chairman of Committee and Mr. Anil Vig, are Independent Directors.

The Company Secretary of the Company act as the Secretary to the Nomination and Remuneration Committee.

**iii. Attendance during the year:**

| Name of the Director | Status | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| Mr. Ashok Kapur | Chairman | 3 | 1 |
| Mr. Anil Vig | Member | 3 | 2 |
| Mr. Devajyoti Bhattacharya | Member | 3 | 3 |

Requisite quorum was present in all meetings of the Committee.

**iv. Number of Nomination and Remuneration Committee meetings**

During the financial year 2015-16, the Nomination and Remuneration Committee met three times i.e. 21st May, 2015, 13th November, 2015 and 08th February, 2016.

**v. Remuneration policy:**

The Committee, pursuant to Section 178 of the Companies Act 2013 and in accordance with Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 and approved by the Board, has formulated a Nomination & Remuneration Policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Nomination & Remuneration Policy of the Company is attached as Annexure A to this Report.

**vi. Details of remuneration to all the directors is mentioned below:**

**(i) Details of remuneration of Mr. Aroon Purie, Chairman & Managing Director**

No remuneration has been paid to Directors except Mr. Aroon Purie, Chairman & Managing Director & Mrs. Koel Purie Rinchet in the capacity of Whole time director upto 27th June, 2015 thereafter she was entitled to sitting fees as she resigned from whole time directorship of the Company and remain Non Executive Director thereafter & Mrs. Kalli Purie Bhandal, Whole Time Director appointed on 8th February, 2016. Mr. Aroon Purie is entitled to remuneration by way of commission @ 5% of the net profits of the Company, which also includes the facility of a Chauffer driven car partly for official and personal purposes. He was not entitled to any other benefit, salary, bonus, stock option, pension, etc. The monetary value of the remuneration (commission) paid to him during the financial year is Rs 78,257,090.

**(ii) Mrs. Koel Purie Rinchet (From 1st April, 2015 to 27th June, 2015)**

Remuneration

| S. No. | Annual (Rs) |
|---|---|
| Salary | 25,31,517.00 |
| Perquisites | 9,570.00 |
| Bonus | NIL |
| Stock options | NIL |
| Performance linked incentive, along with performance criteria | 31,10,400.00 |
| PF Amount | 1,34,921.00 |

Service Contract-24th May, 2010 to 23rd May, 2015 which was further extended by the Board of Director's till 27th June, 2015 as a whole time director which was subsequently approved by the shareholders in 16th Annual General Meeting. After 27th June, 2015 she is Non-Executive Director of the Company as she has resigned as Whole time director from the board of the Company.

**(iii) Mrs. Kalli Purie Bhandal as Whole time Director as on March 31, 2016**

Remuneration

| S. No. | Annual (Rs) |
|---|---|
| Salary | 34,40,010.00 |
| Perquisites | 5,803.00 |
| Bonus | NIL |
| Stock options | NIL |
| Others-Ex- Gratia | 75,00,000 |
| Performance linked incentive, along with performance criteria | NIL |
| PF Amount | 2,11,035.00 |

Service Contract:- 08th February, 2016 to 07th February, 2021 subject to the approval of shareholders in the 17th Annual General Meeting of the Company.

**Notice Period and Severance fees**

The Management reserves the right to terminate the services on giving 3 months' notice or payment of salary in lieu thereof. Similarly, Mrs. Kalli Purie Bhandal is at liberty to resign from the services upon 3 month's notice or payment of salary in lieu thereof.

**vii. Compensation to Non-executive Directors:**

During the financial year, Non- Executive and Independent Directors were paid sitting fees @ Rs. 10,000 for each Board meeting and Committee Meeting attended by them.

The details of sitting fees paid to Non-Executive Directors during the financial year 2015-16 is as under:

| Names of the Directors | Sitting Fees |
|---|---|
| Mr. Rajeev Thakore | 60000 |
| Mr. Ashok Kapur | 150000 |
| Mr. Anil Vig | 120000 |
| Mr. Sudhir Mehra | 20000 |
| Mr. Devajyoti Bhattacharya | 80000 |
| Mrs. Koel Purie Rinchet | 40000 |
| Mr. Rajeev Gupta | NIL |

**viii. Shares held by Non-executive Directors and Independent Directors as on 31st March, 2016**

| Name of the Director | No. of Shares held |
|---|---|
| Mrs. Koel Purie Rinchet | NIL |
| Mr. Anil Vig | NIL |
| Mr. Ashok Kapur | NIL |
| Mr. Devajyoti Bhattacharya | NIL |
| Mr. Rajeev Gupta | NIL |
| Mr. Sudhir Mehra | NIL |

**ix. Performance Evaluation of Directors**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, formal annual evaluation was done by the Board of its own performance and that of Committees and individual directors and the Nomination & Remuneration Committee also evaluated the performance of each director. The Board of Directors, its members and committee's performance is evaluated based on different criteria's as detailed out in the Nomination & Policy of the Company.

**III. Stakeholders' Relationship Committee:**

**i. Number of Stakeholder' Relationship Committee meetings**

During the financial year 2015-16, the Stakeholders' Relationship Committee met five times i.e. 01st April, 2015, 04th August, 2015, 31st December, 2015 08th February, 2016, 11th March, 2016. The terms of reference of the committee is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**ii. Attendance during the year:**

| Name of the Director | Status | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| Mr. Anil Vig | Chairman | 5 | 4 |
| Mrs. Koel Purie Rinchet | Member | 5 | 2 |
| Mr. Ashok Kapur | Member | 5 | 5 |

**iii. Composition of the Stakeholders' Relationship Committee:**

The Stakeholders Relationship Committee comprises of Mr. Anil Vig, Independent Director, as Chairman, Mrs. Koel Purie Rinchet, Non-Executive Director and Mr. Ashok Kapur, Independent Director as its members. The Company Secretary acts as Secretary to the Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is in conformity with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**iv. Name and designation of Compliance Officer:**

Dr. Puneet Jain, Group Chief Law & Compliance Officer & Company Secretary & Vice President – (Internal Audit) is the Compliance Officer.

**v. Number of shareholders' complaints received and resolved during the year:**

During the year under review, no complaint was received. No complaint was pending as at the end of the financial year.

**IV. General Body meetings:**

**i. Location and time, where last three AGMs held:**

| Financial Year | Date | Time | Venue | Details of special resolutions passed, if any |
|---|---|---|---|---|
| 2014-2015 | 20.08.2015 | 3.00 P.M. | Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 | *Details mentioned below |
| 2013-2014 | 20.08.2014 | 3.00 P.M. | Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 | Yes, Alteration of Articles of Association |
| 2012-2013 | 22.08.2013 | 3.00 P.M. | Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 | None |

* The following Special resolutions were passed in the meeting held on 20th August, 2015:-

a. Re-appointment of Mr. Aroon Purie as the Chairman and Managing Director of the Company and approval for continuation of his term after attaining the age of 70 years.

b. Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013

c. Increase in the limit of Foreign Investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII)/Non Resident Indians (NRI) under Portfolio Investment Scheme.

**ii. Postal Ballot**

No Special Resolution was passed last year through Postal Ballot. No Special resolution is proposed to be conducted through Postal Ballot.

**V. Disclosures:**

i. The details of related party transaction with the Company are given in Note No. 38 of the Notes to Accounts of the Company. Besides this, the Company has no material significant transaction with the related parties viz. promoters, directors of the Company, management, their relatives, subsidiaries of promoter Company etc. that may have a potential conflict with the interest of the Company at large. The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions is available on the website of the Company http://specials.indiatoday.com/aajtaknew/pdf/Policy-on-Materiality-of-Related-Party-Transactions-2016.pdf;

ii. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets for non-compliance by the Company during the last three years.

iii. The Company has a centralized Human Resource Department which attends to the grievances of the employees on regular basis and has an exit policy which records the reasons of separation which are shared with the Management.

iv. All mandatory requirements as applicable to the Company are being complied.

v. The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a Vigil Mechanism and whistle blower policy wherein the employees and others as included in the policy are free to report violations of laws, rules, regulations or unethical conduct to the vigilance Officer and no personnel has been denied access to the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

vi. The Company is in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the LODR.

vii. The weblink for Policy for determining Material Subsidiaries is http://specials.indiatoday.com/aajtaknew/pdf/Policy-for-Determining-Material-Subsidiary-2016.pdf

**i. Means of communication:**

The quarterly/ half yearly results are published in leading English & Hindi Newspapers - Financial Express and Jansatta respectively and are also displayed on website of the Company- www.aajtak.intoday.in along with official news releases. The same is also being sent to the institutional investors and to the analysts. The presentations made to institutional investors or analyst, if made, are displayed on the website of the Company.

**j. General Shareholder information:**

**i. Annual General Meeting**

**Date** : August 31, 2016
**Venue** : The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010.
**Time** : 3:00 P.M.

**ii. Financial Calendar:**

The next financial year 2016-17 ends on March 31, 2017. The tentative dates for approval of un-audited financial results are as follows:

Quarter ending June 30, 2016: upto August 14, 2016.

Quarter ending September 30, 2016: upto November 14, 2016.

Quarter ending December 31, 2016: upto February 14, 2017.

Quarter ending March 31, 2017: upto May 30, 2017 (audited).

**iii. Book closure**

The register of members and share transfer records of the Company shall remain closed from August 25th, 2016 to 31st August, 2016. (both days inclusive)

**iv. Dividend Payment Date:** Dividend, if any, declared in the forthcoming Annual General Meeting will be paid on or before 30th September, 2016.

**v. Listing on Stock Exchanges and Stock Code**

The names of the Stock Exchanges at which the equity shares are listed and the respective stock codes are as under:

| Name of the Stock Exchanges | Stock Code/ Symbol |
|---|---|
| BSE Limited | 532515 |
| National Stock Exchange of India Ltd. | TVTODAY |

**Address:-**

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

National Stock Exchange Of India Ltd,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400 051

Listing fee for the Financial Year ended March 31, 2016, as payable to the aforesaid Stock Exchanges, has already been paid.

The ISIN number allotted to the Company for dematerialization of shares is INE 038F01029.

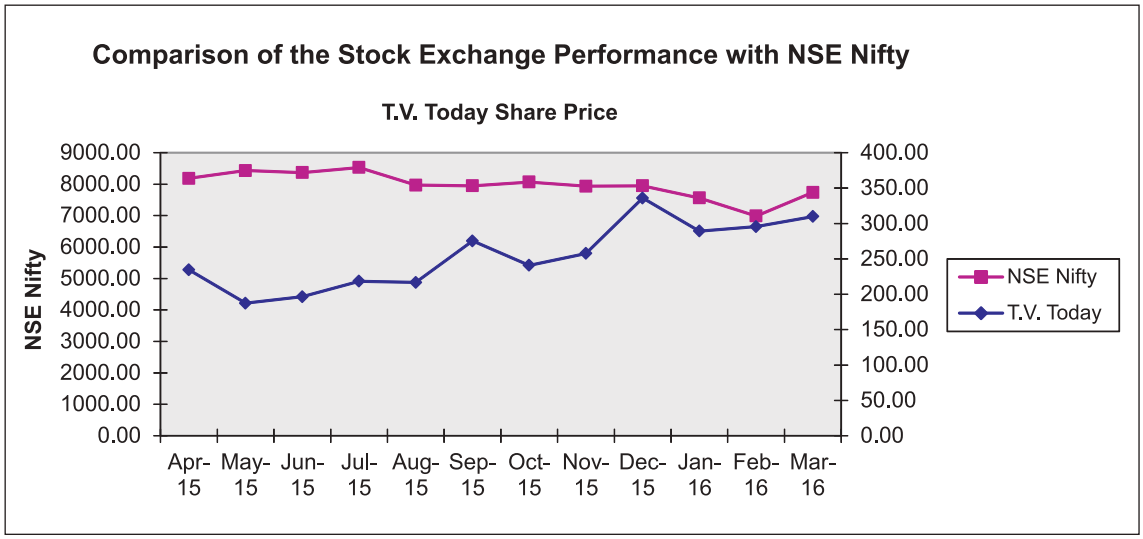
**vi. Market Price Data**

The High/Low of the market price of the Company's equity shares traded on the BSE Limited, and National Stock Exchange of India Limited, during the financial year ended March 31, 2016 were as follows:

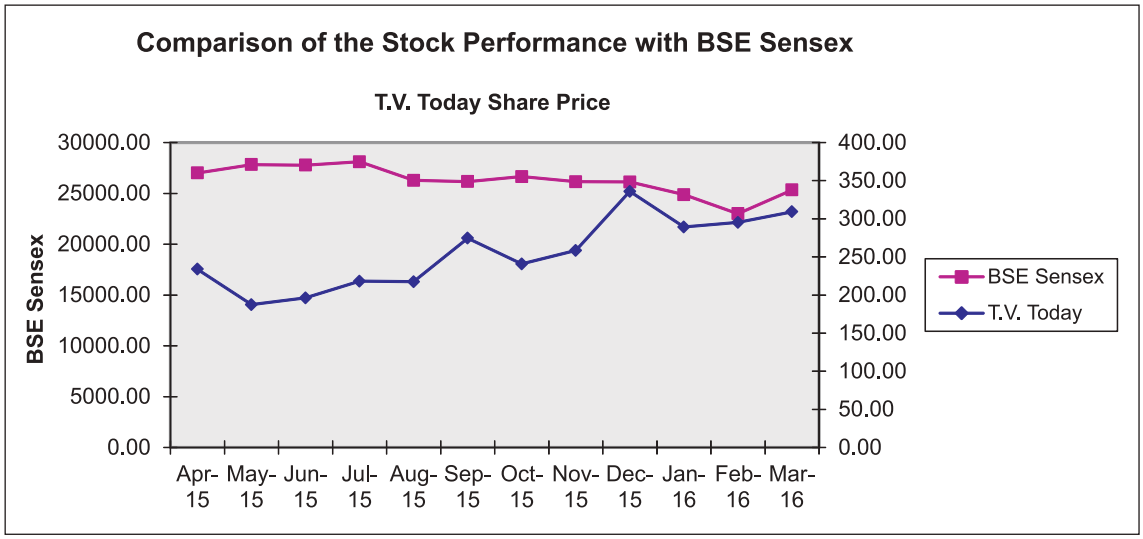
| Month | BSE | | NSE | |
|---|---|---|---|---|
| | High | Low | High | Low |
| April 2015 | 249.20 | 208.80 | 249.70 | 208.45 |
| May 2015 | 254.80 | 182.50 | 255.45 | 182.70 |
| June 2015 | 201.00 | 165.15 | 201.00 | 165.00 |
| July 2015 | 241.50 | 177.80 | 241.50 | 177.80 |
| August 2015 | 246.70 | 186.00 | 247.00 | 185.60 |
| September 2015 | 284.30 | 205.00 | 285.80 | 205.00 |
| October 2015 | 297.00 | 240.00 | 297.00 | 240.05 |
| November 2015 | 274.80 | 230.10 | 274.80 | 229.80 |
| December 2015 | 342.00 | 253.45 | 342.00 | 254.20 |
| January 2016 | 347.65 | 263.00 | 348.00 | 264.95 |
| February 2016 | 350.50 | 270.10 | 350.00 | 270.10 |
| March 2016 | 324.95 | 289.55 | 319.50 | 290.55 |

(Source: www.bseindia.com & www.nseindia.com)

**vii. Performance of Company's equity shares in comparison to BSE SENSEX and NSE NIFTY:**




(Source: www.nseindia.com)




(Source: www.bseindia.com)

**viii. Registrar & Share Transfer Agent**

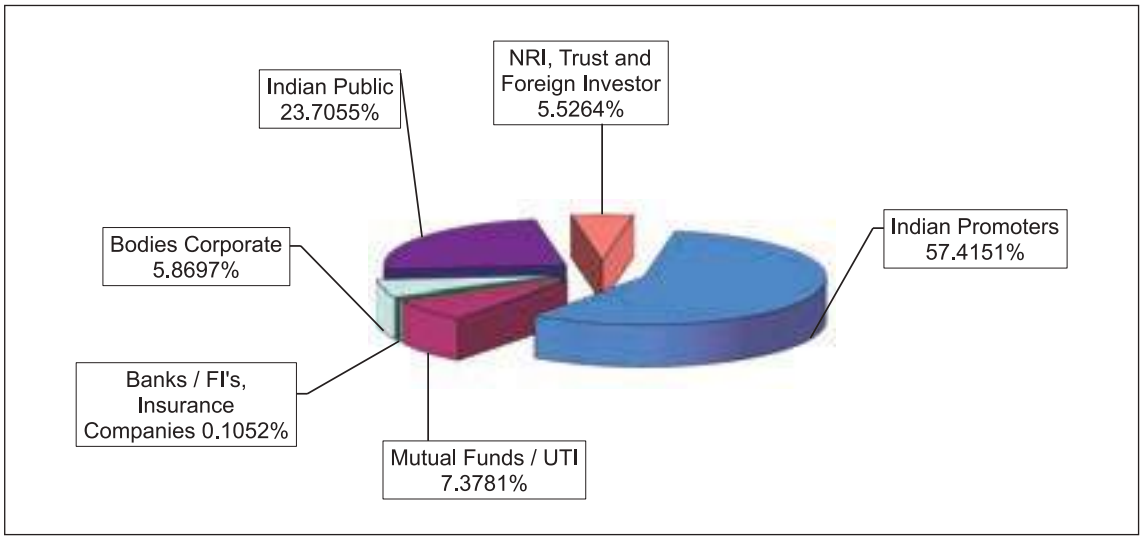
**MCS Share Transfer Agent Limited**
F-65, Okhla Industrial Area
Phase-I, New Delhi-110020
Ph. 011-41406149/51-52
Fax No. 011-41709881
E-mail: helpdeskdelhi@mcsregistrars.com, admin@mcsregistrars.com
Website: www.mcsregistrars.com

**ix. Share Transfer Systems**

All share transfers are handled by Company's Registrar & Share Transfer Agent. Share transfers in physical form are registered within fifteen days from the date of receipt, provided the documents are found to be in order.

**x. Distribution of shareholding as on March 31, 2016**

| Sr. No. | Shareholders | % |
|---|---|---|
| 1. | Indian Promoters | 57.4151 |
| 2. | Mutual Funds/ UTI | 7.3781 |
| 3. | Banks/ FI's, Insurance Companies | 0.1052 |
| 4. | Bodies Corporate | 5.8697 |
| 5. | Indian Public | 23.7055 |
| 6. | NRI, Trust and Foreign Investor | 5.5264 |
| | **Total** | **100.00** |




**xi. Shares held in physical and dematerialized form**

As on March 31, 2016, **99.99%** of the Company's total equity shares representing **5,96,45,598** were held in dematerialized form and **0.01%** equity shares representing **8017** shares were held in physical form. The shares of the Company are traded in **'B / S&P BSE 500'** group in BSE.

**xii. There are no outstanding GDRs/ADRs/Warrants or any Convertible instruments.**

**xiii. Plant Locations**

Not Applicable

**xiv. Address for correspondence**

**T.V. Today Network Limited**
India Today Group Mediaplex
FC-8, Sector- 16A,
Film City, Noida- 201301.
Uttar Pradesh.
Telephone: 0120-4807100
Fax: 0120-4325028
E-Mail- puneet.jain@aajtak.com

**xv. Bank details in respect of Shares held in dematerialized form**

Shareholders holding shares in electronic form may give instructions regarding bank details, which they wish to incorporate on their dividend warrants, to their depository participants. As per the regulations of NSDL and CDSL, the Company is obliged to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

**k. CEO and CFO certification**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO had provided the necessary certificate to the Board in its meeting held on May 25, 2016.

## Annexure-A

### I. NOMINATION AND REMUNERATION POLICY

As per the Companies Act, 2013 and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board of Directors of every listed Company shall constitute a Nomination and Remuneration Committee. The Company has constituted a Nomination and Remuneration Committee as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

This Committee and the Nomination and Remuneration Policy formulated are in compliance with Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015.

### II. OBJECTIVE AND PURPOSE OF THE POLICY

The primary function of the Nomination and Remuneration Committee is to assist the Board of Directors in fulfilling its governance and supervisory responsibilities relating to human resource management and compensation.

The Key Objectives of the Policy are:

a. To outline a framework to ensure that the Company's remuneration levels are aligned with industry practices and are sufficient to attract and retain competent directors on the Board, KMPs, Senior Management Personnel and Other Employees of the quality required, while allowing fair rewards for the achievement of key deliverables and enhanced performance. The key objectives of this Policy include:

   i. Guiding the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;

   ii. Evaluating the performance of the members of the Board and provide necessary criteria for evaluation to the Board for further evaluation of the Board and Committees of the Board.

   iii. Recommending to the Board the remuneration payable to the Directors, Key Managerial Personnel and setting forth a policy for determining remuneration payable to Senior Management Personnel.

   iv. Remuneration of other Employees of the Company as per the internal policies of the Company

b. While determining the remuneration for the Directors and KMPs, Senior Management Personnel and other employees, regard should be had to prevailing market conditions, business performance and practices in comparable companies, also to financial and commercial health of the Company as well as prevailing laws and government/other guidelines, internal policies and procedures of the company, to ensure that pay structures are appropriately aligned and the levels of remuneration remain appropriate.

c. The Committee may consult with the chairman of the Board as it deems appropriate.

### III. DEFINITIONS

1. **"Board"** means the Board of Directors of the Company.
2. **"Company"** means **"T.V. Today Network Limited"**.
3. **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
4. **"Key Managerial Personnel"** or **"KMP"** means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made there under.

   (As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:

   i. Managing Director or Chief Executive Officer or the Manager and in their absence a whole- time Director;

   ii. Company Secretary; and

   iii. Chief Financial Officer
5. **"Nomination and Remuneration Committee"** or **"Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015.
6. **"Policy or This Policy"** means, **"Nomination and Remuneration Policy."**
7. **"Senior Management Personnel"** for this purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional heads.

   Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time shall have the meaning respectively assigned to them therein.

## IV. NOMINATION AND REMUNERATION COMMITTEE

### A. COMPOSITION OF THE COMMITTEE

The Nomination and Remuneration Committee shall consist of at least three non-executive directors as members out of which atleast half shall be independent directors. The appointment and removal of the members of the Committee shall be as per the provisions of Companies Act, 2013 and the Rules made there under and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

### B. ROLE OF THE COMMITTEE

1. Formulating 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.
2. Formulating the criteria for evaluation of Independent Directors and the Board
3. Devising a policy on Board diversity
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
5. The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors;
6. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;

### C. CHAIRMAN OF THE COMMITTEE

1. Chairman of the Committee shall be an Independent Director.
2. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
3. Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting to answer the Shareholder queries. However it would be up to the Chairman to decide who should answer the queries.

### D. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

### E. COMMITTEE MEMBER'S INTEREST

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

### F. VOTING AT THE MEETING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

### G. MINUTES OF THE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

### H. APPLICABILITY

This Policy is Applicable to:

i. Directors (Executive, Non-Executive and Independent)
ii. Key Managerial Personnel
iii. Senior Management Personnel
iv. Other employees as may be decided by the Nomination and Remuneration Committee

## V. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

### A. APPOINTMENT CRITERIA AND QUALIFICATIONS

i. Subject to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws, if any and HR Policy,

the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

ii. The potential candidate should possess adequate qualifications, experience and expertise for Appointment to the position of directors, KMP's and Senior Management. The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position.

iii. Letter of Appointment shall be issued based on the recommendations of the Committee on the basis of guidelines for the same under the Companies Act, 2013 and the Companies Policy.

iv. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

v. The maximum number of public companies in which a person can be appointed as a director shall not exceed ten. For reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

**B. TERM/ TENURE**

**1. Managing Director / Whole-time Director / Manager (Managerial Personnel)**

The Company shall appoint or re-appoint any person as its Managing Director/Whole-time Director/Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**2. Independent Director**

i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

iii. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

**C. EVALUATION**

Subject to the provisions of the Companies Act, 2013 and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee shall carry out the evaluation of Directors periodically.

**D. REMOVAL**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable laws, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing for removal of a Director, KMP, subject to the provisions and compliance of the applicable laws, rules and regulations.

**E. RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, and Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company.

**VI. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSONNEL, KMP, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES**

**1. REMUNERATION TO EXECUTIVE DIRECTORS, DIRECTORS OTHER THAN EXCEUTIVE DIRECTOR AND KMP**

i. The remuneration/compensation/commission etc. to Directors and KMP will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

ii. The remuneration and commission to be paid to Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

iii. Increments to the existing remuneration/compensation structure of Directors and KMP shall be recommended by the Committee to the Board. In case of Directors increments should be within the slabs approved by the Shareholders in case the Company has taken approval of Shareholders.

iv. Where any insurance is taken by the Company on behalf of its Directors and KMP for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**2. REMUNERATION TO EXECUTIVE DIRECTORS AND KMP**

- **FIXED PAY**

  a. Executive Directors and KMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

  b. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- **VARIABLE COMPONENTS**

  The Executive Director and KMP participate in a performance linked variable pay scheme, if any which will be based on the individual and company performance for the year, pursuant to which the Executive Director and KMP are entitled to performance-based variable remuneration.

- **PROVISIONS FOR EXCESS REMUNERATION**

  a. If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

  b. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**3. REMUNERATION TO NON-EXECUTIVE/ INDEPENDENT DIRECTOR**

- **REMUNERATION/ COMMISSION**

  The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

- **SITTING FEES**

  The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

  Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- **STOCK OPTIONS**

An Independent Director shall not be entitled to any stock option of the Company.

**4. REMUNERATION TO SENIOR MANAGEMENT PERSONNEL**

- The Nomination and Remuneration Committee has authorized the Managing Director to determine from time to time the remuneration payable to Senior Management Personnel including their increments. The powers of the Nomination and Remuneration Committee in this regard have been delegated to the Managing Director.
- The Board of Directors shall from time to time be intimated of the remuneration payable to the Senior Management Personnel.
- Where any insurance is taken by the Company on behalf of its Senior Management Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

  **I. FIXED PAY**

  i. Senior Management shall be eligible for a monthly remuneration as may be approved by the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

ii. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Committee.

**II. VARIABLE COMPONENTS**

The Senior Management Personnel participate in a performance linked variable pay scheme, if any which will be based the individual and company performance for the year, pursuant to which the Senior Management are entitled to performance-based variable remuneration.

**5. REMUNERATION TO OTHER EMPLOYEES**

The power to decide the criteria for evaluating performance of other employees has been delegated to the HR Department of the Company as per HR Policy of the Company.

## VII. CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTORS AND BOARD OF DIRECTORS AND COMMITTEES OF BOARD

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, formal annual evaluation shall be done by the Board of its own performance and that of Committees and individual directors and the Nomination & Remuneration Committee shall also evaluate the performance of each director. The Objective is to lay down the criteria to evaluate the performance of the entire Board of the Company including the Committees thereof.

**A. RESPONSIBILITY OF THE INDEPENDENT DIRECTORS**

Independent Directors are duty bound to evaluate the performance of non-independent directors and board as a whole. The Independent Directors of the Company shall hold at least one meeting in a year to review the performance of the non-independent directors, performance of Chairperson of the Company and board as a whole, taking into account the views of executive directors and non- executive directors.

**B. Performance Evaluation**

i. The following criteria are laid down for evaluation of performance of Independent directors and Non Independent Directors/Executive Directors:-

| INDEPENDENT DIRECTORS | | OVERALL RATING |
|---|---|---|
| • | Compliance with Articles of Association, Companies Act & other laws | |
| • | Compliance with ethical standards & code of conduct of Company | |
| • | Assistance in implementing corporate governance practices | |
| • | Rendering Independent, unbiased opinion | |
| • | Attendance & presence in meetings of Board & Committees | |
| • | Attendance & presence in general meetings | |
| • | Leadership qualities | |
| • | Qualifications | |
| • | Independent view on key appointments & strategy formulation | |
| • | Objective evaluation of Board's performance | |
| • | Review of integrity of financial information & risk management | |
| • | Safeguard of stakeholders' interests | |
| • | Appointment & removal of KMP's | |
| • | Updation of skills and knowledge | |
| • | Punctuality | |
| • | Information regarding external environment | |
| • | Seeking expert opinion, when required | |
| • | Raising of concerns to the Board | |
| • | Safeguarding interest of whistle-blowers under vigil mechanism | |
| • | Reporting of frauds, violation, etc. | |
| • | Team work attributes | |
| • | Safeguard of confidential information | |

| NON-INDEPENDENT DIRECTORS/ EXECUTIVE DIRECTORS | | OVERALL RATING |
|---|---|---|
| • | Compliance with Articles of Association, Companies Act & other laws | |
| • | Strategic Planning- financial & business | |
| • | Monitoring performance against plans | |
| • | Compliance with ethical standards & code of conduct | |
| • | Exercising duties diligently | |
| • | Qualifications | |
| • | Punctuality | |
| • | Disclosure of interest | |
| • | Leadership skills | |
| • | Motivating employees, providing assistance & directions | |
| • | Establishment of internal control processes | |
| • | Communication skills | |
| • | Attendance & presence in meetings of Board & Committees | |
| • | Attendance in general meetings | |
| • | Team work attributes | |
| • | Monitoring policies, encouraging suggestions | |
| • | Supervising & training the staff members | |
| • | Safeguard of confidential information | |

ii. The following criteria are laid down for evaluation of performance of the Board of the Company:

| S. No. | Assessment Criteria | Overall Rating | |
|---|---|---|---|
| 1. | Is the composition of the board is appropriate with the right mix of knowledge and skills sufficient to maximize performance in the light of future strategy. | | |
| 2. | Are all directors allowed or encouraged to participate fully in board discussions? | | |
| 3. | The Board of Directors of the company is effective in decision making. | | |
| 4. | The Board of Directors is effective in establishing a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations. | | |
| 5. | The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities. | | |
| 6. | The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law. | | |
| 7. | The Board receives regular financial updates and takes all necessary steps to ensure the operations of the organization are sound. | | |
| 8. | The Board reviews the organization's performance in carrying out the stated mission on a regular basis. | | |
| 9. | The Board of directors is provided with sufficient information about material risks and problems that affects the Company's business and prospects. | | |
| 10. | The Board of Directors is effective in providing necessary advice and suggestions to the company's management. | | |
| 11. | Are inside and outside board relationships working effectively? | | |
| 12. | Is the board as a whole up to date with latest developments in the regulatory environment and the market? | | |
| 13. | The number of meetings during the year is adequate for the Board to be effective. | | |
| 14. | Are sufficient board meetings, of appropriate length, being held to enable proper consideration of issues? | | |

| S. No. | Assessment Criteria | Overall Rating | |
|---|---|---|---|
| 15. | The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail. | | |
| 16. | Board members come prepared to meetings and ask appropriate questions of management | | |
| 17. | Timely inputs on the minutes of the meetings of the Board | | |
| 18. | Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues. | | |
| 19. | Board members fully and positively participate in discussions. | | |
| 20. | The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board. | | |
| 21. | Nomination and appointment of board members follow clearly established procedures using known criteria. | | |
| 22. | The Board is provided with sufficient information and time to address issues that might present a conflict of interest. | | |
| 23. | The Board appropriately considers internal audit reports, management's responses, and steps towards improvement. | | |
| 24. | The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance. | | |
| 25. | The board considers the independent audit plan and provides recommendations. | | |
| 26. | Compliance with policies of the Company, ethics, code of conduct, etc. | | |

iii The Board has constituted various Committees, for evaluating the performance of each Committee, the Board of Directors shall pay regard to the following aspects:-

| PERFORMANCE CRITERIA | RATING |
|---|---|
| Compliance with Memorandum and Articles of Association, Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Laws | |
| Compliance with the ethical standards & Code of Conduct of the Company. | |
| Raising of concerns to the Board | |
| Committee's accomplishment w.r.t. performance Objectives | |
| Redressal of Complaints & Grievances | |
| Coordination with Other Committees and Board of Directors | |
| Fulfillment of Roles & Responsibilities | |
| Adherence to the Companies Policies and Internal Procedures | |

In respect of the evaluation factors various aspects have been provided to assist with the evaluation process in respect of performance of Independent directors and Board of the Company including Committees of directors as such, the evaluation factors may vary in accordance with their respective functions and duties

**Rating Scale**

| Scale | Performance |
|---|---|
| 5 | Excellent |
| 4 | Very Good |
| 3 | Satisfactory |
| 2 | Needs Improvement |
| 1 | Unacceptable |

## VIII. BOARD DIVERSITY

The Company aims to enhance the effectiveness of the Board by diversifying it and obtain the benefit out of it by better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

The Policy shall confirm with the following two principles for achieving diversity on its Board:

i. Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and

ii. For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination based on the following factors:

- **Gender** - The Company shall not discriminate on the basis of gender in the matter of appointment of director on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board.
- **Age** - Subject to the applicable provisions of Companies Act, 2013, age shall be no bar for appointment of an individual as director on the Board of the Company.
- **Nationality and ethnicity** - The Company shall promote having a boardroom comprising of people from different ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company's business;
- **Physical disability** - The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on Company's Board, if he/she is able to efficiently discharge the assigned duties.
- **Educational qualification** - The proposed candidate shall possess desired team building traits that effectively contribute to his/ her position in the Company. The Directors of the Company shall have a mix of finance, legal and management background, that taken together, provide the Company with considerable experience in a range of activities including varied industries, education, government, banking, and investment.

## IX. DISCLOSURES

This Policy shall be disclosed in the Annual Report.

## X. POLICY REVIEW AND FUTURE AMENDMENT

The Nomination and Remuneration Committee shall review this Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.

## Annexure-B

### DECLARATION ON THE COMPLIANCE WITH THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

In compliance with the provisions of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company had laid down a code of conduct for all Board members and senior management personnel of the Company (hereinafter referred as 'Code'). The Code lays down the standards of ethical and moral conduct to be followed by the Board members and senior management personnel in the course of proper discharge of their official duties and commitments.

I confirm that all the members of the board and senior management personnel have confirmed to and complied with the Code during the financial year 2015-16.

Sd/-
Ashish Kumar Bagga
*Chief Executive Officer*

Place: New Delhi
Date : 17th May, 2016

## Annexure-C

### COMPLIANCE CERTIFICATE (REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

To the Members,
T.V. Today Network Limited

1. We have examined the compliance of conditions of Corporate Governance by **TV TODAY NETWORK LTD** ("the Company"), for the year ended on March 31, 2016, as stipulated in Clause 49 of the erstwhile Listing Agreements ("Listing Agreement") of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in the above mentioned Listing Agreement/Listing Regulations, as applicable.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For PI &Associates
Company secretaries

Sd/-
Nitesh Latwal
*Partner*
ACS No. 32109
M.No. 16276

Place: New Delhi
Date : 25th May, 2016

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF T.V. TODAY NETWORK LIMITED

**Report on the Standalone Financial Statements**

1. We have audited the accompanying standalone financial statements of **T.V. Today Network Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

2. 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 financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

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

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

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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, 2016, and its profit and its cash flows for the year ended on that date.

**Emphasis of Matter**

9. We draw attention to Note 42 of the financial statements regarding the carrying value of investment in Mail Today Newspapers Private Limited ("Mail Today") amounting to Rs. 401,412,482 and the provision of Rs. 53,800,000 towards decline, other than temporary, for the same. This decline is arrived at after considering the proposed transaction whereby shares held in Mail Today by Living Media India Limited, the holding company, and AN (Mauritius) Limited, U.K., will be received by the Company without any monetary consideration, as confirmed by the said companies, for reasons described in the note. Our conclusion is not qualified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

10. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143 (3) of the Act, we report that:
    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
    (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 A.
    (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
        i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements – Refer Note 20;
        ii. The Company does not have derivative contracts, and in respect of other long-term contracts, there were no material foreseeable losses as at March 31, 2016.
        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
Sougata Mukherjee
Partner
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

## Annexure A to Independent Auditors' Report

**Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of T.V. Today Network Limited on the standalone financial statements for the year ended March 31, 2016.**

**Report on the Internal Financial controls under Clause (i) of Sub-Section 3 of Section 143 of the Act.**

1. We have audited the internal financial controls over financial reporting of T.V. Today Network Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls

and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

6. 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**

7. 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**

8. 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, 2016, 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 Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
Sougata Mukherjee
Partner
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

## Annexure B to Independent Auditors' Report

**Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of T.V. Today Network Limited on the standalone financial statements as of and for the year ended March 31, 2016**

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the Company.

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax deducted at source, service tax and cess, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, income tax, duty of customs, value added tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, duty of customs, duty of excise, value added tax, which have not been deposited on account of any dispute. The particulars of dues of service tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

| Name of the statute | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending |
|---|---|---|---|---|
| Finance Act, 1994 | Service tax | Rs. 100,129,611 (including interest of Rs. 41,564,260 and penalty of Rs. 28,072,911) | F.Y. 2006-07 to F.Y. 2011-12 | Customs, Excise and Service Tax Appellate Tribunal |

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the

year, nor have we been informed of any such case by the Management.

xi. The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
Sougata Mukherjee
Partner
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

## BALANCE SHEET AS AT MARCH 31, 2016

| | Note | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| **Equity and Liabilities** | | | |
| **Shareholders' funds** | | | |
| Share capital | 2 | **298,268,075** | 298,243,075 |
| Reserves and surplus | 3 | **5,019,144,805** | 4,201,388,637 |
| **Sub - total** | | **5,317,412,880** | 4,499,631,712 |
| **Non-current liabilities** | | | |
| Other long-term liabilities | 4 | **16,643,536** | 17,849,059 |
| Long-term provisions | 5 | **124,636,506** | 109,180,155 |
| **Sub - total** | | **141,280,042** | 127,029,214 |
| **Current liabilities** | | | |
| Short-term borrowings | 6 | **–** | 67,258,112 |
| Trade payables | 7 | | |
| Total outstanding dues of micro enterprises and small enterprises and | | **–** | – |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | **725,952,168** | 622,276,937 |
| Other current liabilities | 8 | **398,900,349** | 339,691,277 |
| Short-term provisions | 9 | **133,198,135** | 114,223,487 |
| **Sub - total** | | **1,258,050,652** | 1,143,449,813 |
| **Total** | | **6,716,743,574** | 5,770,110,739 |
| **Assets** | | | |
| **Non-current assets** | | | |
| Fixed assets | | | |
| Tangible assets | 10 | **1,805,842,715** | 1,975,720,996 |
| Intangible assets | 11 | **329,376,109** | 376,524,553 |
| Capital work-in-progress | | **47,083,193** | 30,807,185 |
| Non-current investments | 12 | **402,912,482** | 456,712,482 |
| Deferred tax assets (net) | 13 | **148,746,040** | 157,315,341 |
| Long-term loans and advances | 14 | **66,541,202** | 62,880,068 |
| Other non-current assets | 15 | **208,395,353** | – |
| **Sub - total** | | **3,008,897,094** | 3,059,960,625 |
| **Current assets** | | | |
| Trade receivables | 16 | **1,570,273,032** | 1,366,960,926 |
| Cash and bank balances | 17 | **1,609,417,290** | 945,101,254 |
| Short-term loans and advances | 18 | **476,208,324** | 383,401,163 |
| Other current assets | 19 | **51,947,834** | 14,686,771 |
| **Sub - total** | | **3,707,846,480** | 2,710,150,114 |
| **Total** | | **6,716,743,574** | 5,770,110,739 |

The accompanying notes are an integral part of these financial statements.
This is the Balance Sheet referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

| | Note | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| Revenue from operations | 23 | **5,460,117,322** | 4,765,616,768 |
| Other income | 24 | **317,489,783** | 226,900,814 |
| **Total revenue** | | **5,777,607,105** | 4,992,517,582 |
| Expenses: | | | |
| Production cost | 25 | **587,184,139** | 544,613,272 |
| Employee benefits expense | 26 | **1,419,405,077** | 1,168,131,271 |
| Finance costs | 28 | **1,945,855** | 14,773,511 |
| Depreciation and amortization expense | 29 | **305,710,411** | 300,220,737 |
| Other expenses | 30 | **1,990,147,342** | 1,736,007,783 |
| **Total expenses** | | **4,304,392,824** | 3,763,746,574 |
| **Profit before tax** | | **1,473,214,281** | 1,228,771,008 |
| Profit from continuing operations before tax | | **1,587,427,914** | 1,321,570,744 |
| Tax expense | | | |
| Current tax [including Rs. nil (previous year Rs. 17,603,228) relating to earlier year] | | **521,608,608** | 416,103,226 |
| Deferred tax [including Rs. nil (previous year Rs. (-) 18,000,541) relating to earlier year] | | **8,569,302** | 2,340,230 |
| **Profit from continuing operations after tax** | | **1,057,250,004** | 903,127,288 |
| (Loss) from discontinuing operations before tax | 34 | **(134,914,766)** | (92,799,736) |
| Profit from disposal of assets and liabilities of discontinuing operations | 34 | **20,701,133** | – |
| Income tax expense | | **–** | – |
| **(Loss) from discontinuing operations after tax** | | **(114,213,633)** | (92,799,736) |
| **Profit for the year** | | **943,036,371** | 810,327,552 |
| Earnings per equity share: [Nominal value per share: Rs. 5 (previous year Rs. 5)] | 35 | | |
| Basic | | **15.81** | 13.60 |
| Diluted | | **15.81** | 13.60 |

The accompanying notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

| | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **A. Cash flow from operating activities** | | |
| Profit before taxation including discontinuing operations | **1,473,214,281** | 1,228,771,008 |
| Adjustments for: | | |
| Depreciation | **249,526,332** | 240,113,455 |
| Amortisation | **56,184,079** | 60,107,282 |
| Employee stock option scheme | **(25,000)** | (280,531) |
| Provision for doubtful debts and advances | **33,680,549** | 86,217,400 |
| Provision for diminution in the value of long term investment | **53,800,000** | - |
| Provisions / Liabilities written back to the extent no longer required | **(134,740,660)** | (111,343,340) |
| Provision for wealth tax | **-** | 353,029 |
| Loss / (profit) on sale of tangible assets (net) | **(6,578,783)** | 88,456 |
| Profit on sale of radio stations | **(20,701,133)** | - |
| Fixed assets written off | **67,113** | 1,473,320 |
| Interest income | **(118,948,659)** | (78,554,051) |
| Interest and other finance costs | **1,945,855** | 14,773,511 |
| Operating profit before working capital changes | **1,587,423,974** | 1,441,719,539 |
| Changes in working capital: | | |
| Increase / (decrease) in other long-term liabilities | **4,428,741** | (1,598,822) |
| Increase / (decrease) in long-term provisions | **15,456,351** | 3,478,285 |
| Increase / (decrease) in trade payables | **184,832,644** | 174,115,759 |
| Increase / (decrease) in other current liabilities | **76,967,699** | 68,581,403 |
| Increase / (decrease) in short-term provisions | **1,043,969** | (2,539,505) |
| (Increase) / decrease in long-term loans and advances | **721,091** | (2,141,309) |
| (Increase) / decrease in other non current assets | **(208,395,353)** | – |
| (Increase) / decrease in trade receivables | **(207,657,771)** | (299,123,689) |
| (Increase) / decrease in other bank balances | **(442,534,028)** | (267,955,886) |
| (Increase) / decrease in short-term loans and advances | **(41,331,161)** | 55,426,696 |
| (Increase) / decrease in other current assets | **(6,231,983)** | (1,198,917) |
| Cash generated from operations | **964,724,173** | 1,168,763,554 |
| Taxes paid (net of refunds) | **(573,437,637)** | (389,353,707) |
| **Net cash generated from operating activities** | **391,286,536** | 779,409,847 |
| **B. Cash flow from investing activities** | | |
| Purchase of tangible / intangible assets | **(131,249,487)** | (571,311,000) |
| Sale of radio stations (refer note 34) | **40,000,000** | – |
| Sale of tangible assets | **9,821,979** | 4,342,097 |
| Interest received | **87,919,580** | 73,313,784 |
| **Net cash generated from / (used in) investing activities** | **6,492,072** | (493,655,119) |

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

| | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **C. Cash flow from financing activities** | | |
| Proceeds from share allotment under employee stock option scheme | **415,750** | 11,466,175 |
| Repayments of long-term borrowings | **–** | (172,800,000) |
| Repayment of short-term borrowings | **(67,258,112)** | 67,258,112 |
| Interest and other finance costs | **(1,945,855)** | (15,249,303) |
| Dividend paid | **(89,319,061)** | (59,529,228) |
| Dividend distribution tax | **(17,889,322)** | (10,120,202) |
| **Net cash used in financing activities** | **(175,996,600)** | (178,974,446) |
| **Net increase in cash and cash equivalents** | **221,782,008** | 106,780,282 |
| **Cash and cash equivalents at the beginning of the year** | **655,989,409** | 549,209,127 |
| **Cash and cash equivalents at the end of the year** | **877,771,417** | 655,989,409 |
| **Cash and cash equivalents comprise of:** | | |
| Cash on hand | **736,476** | 1,130,704 |
| Cheques on hand | **–** | – |
| Bank balances | | |
| In current accounts | **149,093,362** | 153,877,025 |
| Term deposits (less than 3 months maturity) | **727,941,579** | 500,981,680 |
| **Total** | **877,771,417** | 655,989,409 |

The accompanying notes are an integral part of these financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

For and on behalf of the Board

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 1. Significant Accounting Policies

#### a. Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

#### b. Tangible Assets

Tangible assets are stated at their original cost and include all expenses relating to acquisition and installation.

Losses arising from the retirement of, and gains and losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

#### c. Intangible Assets

Acquired intangible assets expected to provide future enduring benefits are stated at their original cost and include all expenses relating to acquisition and installation.

#### d. Depreciation / Amortisation

- Depreciation on tangible assets (other than leasehold land, leasehold improvements, continuous process plant and machinery and vehicles) is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.
- Leasehold land is depreciated over the period of the lease.
- Leasehold improvements are depreciated over the lease term or their useful life (based on a technical evaluation), whichever is shorter.
- Continuous process plant and machinery are depreciated over the useful life of 9.67 years, based on a technical evaluation.
- Vehicles are depreciated over the useful life of 5 years on straight-line method, based on a technical evaluation.
- Assets costing less than Rs. 5,000 are depreciated over a period of 12 months.
- Intangible assets are amortised on a straight-line basis over their estimated useful lives, as follows:-
  - a. Computer software are depreciated over a period of three years.
  - b. Production software are depreciated over a period of three years.
  - c. CTI sites BECIL are depreciated over the license period of ten years.
  - d. Digital rights of news channels are depreciated over a period of ten years.

#### e. Revenue Recognition

Advertisement and digital business income is recognized for the period for which services have been provided and for which there is certainty of ultimate collection. Subscription income is recognized on the basis of terms of contract with the distributors. Fee from training is recognized over the duration of the course offered by the media institute of the Company.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**f. Interest Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**g. Investments**

Long-term investments are stated at cost of acquisition. Provision is made for diminution, other than temporary, in the carrying value thereof, in valuation of investments. Current investments are stated at lower of cost and fair value.

**h. Employee Benefits**

**(a) Short Term Employee Benefits**

Short term employee benefits are recognised in the period during which the services have been rendered.

**(b) Long Term Employee Benefits**

**i) Defined Contribution Plans**

Company's contributions to Provident Fund, Employees' State Insurance Scheme and Employee Pension Scheme, which are Defined Contribution Plans, are expensed to the Statement of Profit and Loss on accrual basis. The Company has no further obligations under these plans beyond its monthly contributions to the respective government funds.

**(ii) Gratuity (Defined Benefit Plan) and Compensated Absences (Other Long-Term Employee Benefits)**

The Company provides for the liability at year end as per actuarial valuation carried out by an independent actuary as per the Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Statement of Profit and Loss as income or expense.

The Gratuity Plan of the Company provides a lump sum payment to vested employees at retirement or on termination of employment, based on the respective employee's salary and the tenure of employment. Gratuity Fund is recognized by the income tax authorities and is administered and managed by the Life Insurance Corporation of India ("LIC").

**(iii)** Termination benefits are recognized as an expense immediately.

**i. Foreign Currency Transactions**

Foreign exchange transactions during the year are recorded at the exchange rate prevailing on the date of transaction. Gains or losses arising out of fluctuations in exchange rate between transaction date and settlement date are recognized in the Statement of Profit and Loss.

Monetary Assets and Liabilities are translated at the exchange rates prevailing at the year end and the resultant gain / loss is recognized in the Statement of Profit and Loss.

**j. Taxes on Income**

Tax expense for the year, comprising current tax and deferred tax, is included in determining the net profit for the year. Current tax is determined based on liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognized for all timing differences arising between accounting income and taxable income and is measured at the tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are carried forward to the extent there is reasonable certainty that sufficient future taxable profits will be available against which such deferred tax assets can be realized. Deferred tax assets in respect of unabsorbed depreciation or brought forward losses are recognized to the extent of virtual certainty supported by convincing evidence that sufficient future taxable profits will be available against which such deferred tax assets can be realized.

**k. Leases**

**As a lessee:**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

**As a lessor:**

The Company has leased a tangible asset and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognized as an expense in the Statement of Profit and Loss in the period in which they are incurred.

**l. Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

**m. Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost.

**n. Employee Stock Based Compensation**

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the Employee Stock Option Scheme of the Company, is recognized as deferred stock compensation expense and is amortized over the vesting period in accordance with the accounting treatment prescribed by the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

**o. Provisions and Contingencies**

Provision is recognized when the Company has a present obligation as a result of past event and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for contingent liabilities is made when there is a possible obligation or a present obligation that probably will not require an outflow of resource or where a reliable estimate of obligation cannot be made.

**p. Impairment of Assets**

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value, as determined above.

Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

**q. Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, cheques on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## 2. Share Capital

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Authorised: | | |
| 68,000,000 (Previous Year 68,000,000) equity shares of Rs. 5 each | 340,000,000 | 340,000,000 |
| 300,000 (Previous Year 300,000) preference shares of Rs. 100 each | 30,000,000 | 30,000,000 |
| Issued: | | |
| 59,653,615 (previous year 59,648,615) equity shares of Rs. 5 each | 298,268,075 | 298,243,075 |
| Subscribed and paid-Up: | | |
| 59,653,615 (previous year 59,648,615) equity shares of Rs. 5 each (fully paid-up) | 298,268,075 | 298,243,075 |
| **Total** | 298,268,075 | 298,243,075 |

**(a) Reconciliation of number of shares**

| Equity Shares : | As at March 31, 2016 Number of Shares | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Number of Shares | As at March 31, 2015 Amount (Rs.) |
|---|---|---|---|---|
| Balance as at the beginning of the year | 59,648,615 | 298,243,075 | 59,488,115 | 297,440,575 |
| Add: Shares issued under Employee Stock Option Plan | 5,000 | 25,000 | 160,500 | 802,500 |
| **Balance as at the end of the year** | 59,653,615 | 298,268,075 | 59,648,615 | 298,243,075 |

**(b) Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares having a par value of Rs. 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently.

**(c) Shares held by holding company and ultimate holding company**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Equity shares:** | | |
| 33,954,333 (previous year 33,954,333) shares held by Living Media India Limited, India, the holding company | 169,771,665 | 169,771,665 |
| 1,666 (previous year 1,666) shares held by World Media Private Limited, India, the ultimate holding company | 8,330 | 8,330 |

**(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Equity shares: | | |
| Living Media India Limited, the holding company | 33,954,333 (56.92%) | 33,954,333 (56.92%) |

**(e) Shares reserved for issue under options**

Refer note 27 for details of shares to be issued under the Employee Stock Options Plan

(f) **Shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding March 31, 2016)**

| | March 31, 2015 | March 31, 2014 | March 31, 2013 | March 31, 2012 | March 31, 2011 |
|---|---|---|---|---|---|
| (i) Equity shares of Rs. 5 each issued to the shareholders of Radio Today Broadcasting Limited pursuant to the composite scheme of arrangement, without payment being received in cash | – | – | – | – | 1,655,999 |
| (ii) Equity shares issued under the Employee Stock Option Plan as consideration for services rendered by employees (refer note 27) | 160,500 | 31,500 | – | – | 9,000 |

**3. Reserves and Surplus**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Employee Stock Options Outstanding** | | |
| Options granted till date | 450,000 | 3,037,500 |
| Less: Options forfeited / adjusted | 25,000 | 382,500 |
| Less: Transfer to securities premium on exercise of stock options during the year | 50,000 | 2,205,000 |
| **Balance as at the end of the year** | 375,000 | 450,000 |
| **General Reserve** | | |
| Balance as at the beginning of the year | 743,029,332 | 743,029,332 |
| Add: Transferred from surplus in Statement of Profit and Loss during the year | 50,000,000 | – |
| **Balance as at the end of the year** | 793,029,332 | 743,029,332 |
| **Securities Premium Account** | | |
| Balance as at the beginning of the year | 538,487,394 | 525,618,719 |
| Add: Transferred from stock options outstanding | 50,000 | 2,205,000 |
| Add: Received on issue of equity shares | 390,750 | 10,663,675 |
| **Balance as at the end of the year** | 538,928,144 | 538,487,394 |
| **Surplus in Statement of Profit and Loss** | | |
| Balance as at the beginning of the year | 2,919,421,911 | 2,221,606,245 |
| Profit for the year | 943,036,371 | 810,327,552 |
| Less: Appropriations | | |
| Dividend on equity shares for previous year | – | 60,000 |
| Dividend distribution tax on dividend for previous year | – | 10,197 |
| Proposed dividend on equity shares for the year | 104,393,826 | 89,472,923 |
| Dividend distribution tax on proposed dividend on equity shares | 21,252,127 | 17,889,322 |
| Transfer to general reserve | 50,000,000 | – |
| Adjustment on account of revision in useful life of fixed assets | – | 5,079,444 |
| **Balance as at the end of the year** | 3,686,812,329 | 2,919,421,911 |
| **Total** | 5,019,144,805 | 4,201,388,637 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 4. Other Long-Term Liabilities

| Particulars | As at | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Security deposits | 10,616,626 | 11,628,681 |
| Lease equalization | 6,026,910 | 6,220,378 |
| **Total** | 16,643,536 | 17,849,059 |

### 5. Long-Term Provisions

| Particulars | As at | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Provision for employee benefits: (refer note 26) | | |
| Provision for gratuity | 11,888,973 | 5,764,076 |
| Provision for compensated absences | 47,859,345 | 41,132,103 |
| Other provisions: (refer note 20) | | |
| Provision for litigation / disputes | 64,888,188 | 62,283,976 |
| **Total** | 124,636,506 | 109,180,155 |

| Provisions: | Litigations / Disputes | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Balance as at the beginning of the year | 62,283,976 | 59,679,814 |
| Additions | 2,604,212 | 2,604,162 |
| Balance as at the end of the year | 64,888,188 | 62,283,976 |
| Classified as non-current: | 64,888,188 | 62,283,976 |
| **Total** | 64,888,188 | 62,283,976 |

### 6. Short-Term Borrowings

| Particulars | As at | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| **Secured:** | | |
| Cash credit facility from bank [refer note below] | – | 67,258,112 |
| **Total** | – | 67,258,112 |

Cash credit facility has been secured by way of first charge against the whole of book debts.

### 7. Trade Payables

| Particulars | As at | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Trade payables | | |
| (a) Total outstanding dues of micro enterprises and small enterprises (refer note 41) and | – | – |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 725,952,168 | 622,276,937 |
| **Total** | 725,952,168 | 622,276,937 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 8. Other Current Liabilities

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Income received in advance | **4,785,695** | 6,845,118 |
| Unpaid dividends [refer note (a) below] | **1,528,709** | 1,374,847 |
| Advances from customers | **49,724,613** | 111,633,154 |
| Employee benefits payable | **219,263,184** | 158,831,788 |
| Statutory dues (including provident fund and tax deducted at source) | **52,812,439** | 25,671,746 |
| Book overdraft | **32,861,897** | – |
| Others | **37,923,812** | 35,334,624 |
| **Total** | **398,900,349** | 339,691,277 |

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.*

* Section 125 of Companies Act, 2013 which corresponds to Section 205C of Companies Act, 1956 has not yet been fully enforced.

### 9. Short-Term Provisions

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Provision for employee benefits: (refer note 26) | | |
| Provision for compensated absences | **7,552,182** | 6,508,213 |
| Other provisions: | | |
| Provision for wealth tax | **–** | 353,029 |
| Provision for proposed dividend on equity shares | **104,393,826** | 89,472,923 |
| Provision for dividend distribution tax on proposed dividend on equity shares | **21,252,127** | 17,889,322 |
| **Total** | **133,198,135** | 114,223,487 |

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## 10. Tangible Assets

| Particulars | Gross Block | | | | Depreciation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2015 Rs. | Additions Rs. | Disposals Rs.** | March 31, 2016 Rs. | April 1, 2015 Rs. | For the year Rs. | Disposals Rs.** | March 31, 2016 Rs. | March 31, 2016 Rs. |
| Leasehold land | 120,359,050 | – | – | 120,359,050 | 16,488,014 | 1,652,258 | – | 18,140,272 | 102,218,778 |
| Building | 900,387,192 | 330,454 | – | 900,717,646 | 48,390,111 | 24,448,032 | – | 72,838,143 | 827,879,503 |
| Leasehold improvements | 98,940,101 | – | 10,465,218 | 88,474,883 | 93,787,897 | 2,375,239 | 9,160,305 | 87,002,831 | 1,472,052 |
| Plant and machinery | 2,153,648,899 | 31,981,461 | 91,371,439 | 2,094,258,921 | 1,408,192,197 | 145,261,674 | 80,116,927 | 1,473,336,944 | 620,921,977 |
| Computers | 192,770,011 | 27,065,687 | 10,000,878 | 209,834,820 | 119,328,724 | 26,583,089 | 9,962,318 | 135,949,495 | 73,885,325 |
| Office equipment | 129,898,401 | 10,831,102 | 3,448,164 | 137,281,339 | 66,024,697 | 27,342,079 | 3,226,943 | 90,139,833 | 47,141,506 |
| Furniture and fixtures | 137,621,171 | 3,621,899 | 2,198,230 | 139,044,840 | 33,425,560 | 14,312,117 | 1,798,946 | 45,938,731 | 93,106,109 |
| Vehicles | 65,520,069 | 21,757,192 | 18,056,996 | 69,220,265 | 37,786,698 | 7,551,843 | 15,335,741 | 30,002,800 | 39,217,465 |
| **Total** | **3,799,144,894** | **95,587,795** | **135,540,925** | **3,759,191,764** | **1,823,423,898** | **249,526,331** | **119,601,180** | **1,953,349,049** | **1,805,842,715** |

| Particulars | Gross Block | | | | Depreciation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2014 Rs. | Additions Rs. | Disposals Rs. | March 31, 2015 Rs. | April 1, 2014 Rs. | For the year Rs.* | Disposals Rs. | March 31, 2015 Rs. | March 31, 2015 Rs. |
| Leasehold land | 120,359,050 | – | – | 120,359,050 | 14,840,271 | 1,647,743 | – | 16,488,014 | 103,871,036 |
| Building | 900,449,104 | – | 61,912 | 900,387,192 | 24,019,443 | 24,376,368 | 5,700 | 48,390,111 | 851,997,081 |
| Leasehold improvements | 98,051,911 | 888,190 | – | 98,940,101 | 92,102,428 | 1,685,469 | – | 93,787,897 | 5,152,204 |
| Plant and machinery | 2,114,266,129 | 65,570,119 | 26,187,349 | 2,153,648,899 | 1,290,228,568 | 136,075,627 | 18,111,998 | 1,408,192,197 | 745,456,702 |
| Computers | 171,175,666 | 31,356,628 | 9,762,283 | 192,770,011 | 98,317,845 | 30,718,940 | 9,708,061 | 119,328,724 | 73,441,287 |
| Office equipment | 132,835,563 | 3,353,320 | 6,290,482 | 129,898,401 | 43,446,090 | 28,648,030 | 6,069,423 | 66,024,697 | 63,873,704 |
| Furniture and fixtures | 153,925,848 | 8,268,338 | 24,573,015 | 137,621,171 | 42,345,912 | 14,670,591 | 23,590,943 | 33,425,560 | 104,195,611 |
| Vehicles | 55,214,397 | 19,327,417 | 9,021,745 | 65,520,069 | 35,095,389 | 9,985,638 | 7,294,329 | 37,786,698 | 27,733,371 |
| **Total** | **3,746,277,668** | **128,764,012** | **75,896,786** | **3,799,144,894** | **1,640,395,946** | **247,808,406** | **64,780,454** | **1,823,423,898** | **1,975,720,996** |

* Includes Rs. 7,694,951 adjusted against opening balance of retained earnings (Rs. 5,079,444) and deferred tax assets (net) (Rs. 2,615,514) as per the transitional provisions as per Note 7(b) of Schedule II of Companies Act, 2013.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## 11. Intangible Assets

| Particulars | Gross Block | | | | Amortisation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2015 Rs. | Additions Rs. | Disposals Rs.** | March 31, 2016 Rs. | April 1, 2015 Rs. | For the year Rs. | Disposals Rs.** | March 31, 2016 Rs. | March 31, 2016 Rs. |
| Production software | 126,732,669 | – | – | 126,732,669 | 118,751,025 | 304,242 | – | 119,055,267 | 7,677,402 |
| Computer software | 16,890,511 | 15,705,076 | 120,750 | 32,474,837 | 10,339,802 | 11,913,469 | – | 22,253,271 | 10,221,566 |
| CTI site BECIL | 47,018,578 | – | 25,000,000 | 22,018,578 | 33,776,378 | 5,110,204 | 18,451,309 | 20,435,273 | 1,583,305 |
| Digital rights | 387,500,000 | – | – | 387,500,000 | 38,750,000 | 38,856,164 | | 77,606,164 | 309,893,836 |
| **Total** | **578,141,758** | **15,705,076** | **25,120,750** | **568,726,084** | **201,617,205** | **56,184,079** | **18,451,309** | **239,349,975** | **329,376,109** |

| Particulars | Gross Block | | | | Amortisation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2014 Rs. | Additions Rs. | Disposals Rs. | March 31, 2015 Rs. | April 1, 2014 Rs. | For the year Rs. | Disposals Rs. | March 31, 2015 Rs. | March 31, 2015 Rs. |
| Production software | 132,764,020 | 2,227,875 | 8,259,226 | 126,732,669 | 110,299,904 | 12,810,295 | 4,359,174 | 118,751,025 | 7,981,644 |
| Computer software | 11,184,724 | 5,705,787 | – | 16,890,511 | 8,411,360 | 1,928,442 | – | 10,339,802 | 6,550,709 |
| CTI site BECIL | 47,018,578 | – | – | 47,018,578 | 27,157,833 | 6,618,545 | – | 33,776,378 | 13,242,200 |
| Digital rights | – | 387,500,000 | – | 387,500,000 | – | 38,750,000 | – | 38,750,000 | 348,750,000 |
| **Total** | **190,967,322** | **395,433,662** | **8,259,226** | **578,141,758** | **145,869,097** | **60,107,282** | **4,359,174** | **201,617,205** | **376,524,553** |

** Below assets have been disposed off during the year, as part of slump sale of 4 radio stations sold by the Company (refer note 34).

| Particulars | Gross Block | Accumulated Depreciation | Net Block |
|---|---|---|---|
| Leasehold | 10,465,218 | 9,160,305 | 1,304,913 |
| Plant & Machinery | 57,571,912 | 46,509,423 | 11,062,489 |
| Computers | 5,299,343 | 5,286,598 | 12,745 |
| Office Equipment | 379,974 | 362,338 | 17,636 |
| Furniture & Fixture | 711,045 | 358,652 | 352,393 |
| CTI Site BECIL | 25,000,000 | 18,451,309 | 6,548,691 |
| **Grand Total** | **99,427,492** | **80,128,625** | **19,298,867** |

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## 12. Non-Current Investments

| Particulars | | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| **Trade investments (valued at cost unless stated otherwise)** | | | |
| Unquoted equity instruments | | | |
| a) Investment in subsidiary: | | | |
| 1,50,000 equity shares (previous year 1,50,000) of Rs. 10 each fully paid-up held in T.V. Today Network (Business) Limited | | 1,500,000 | 1,500,000 |
| b) Investment in others: | | | |
| 10,510,510 equity shares (previous year 10,510,510) of Rs. 10 each fully paid-up held in Mail Today Newspapers Private Limited | 455,212,482 | | |
| Less: Provision for other than temporary diminution (refer note 42) | (53,800,000) | 401,412,482 | 455,212,482 |
| **Total** | | 402,912,482 | 456,712,482 |
| **Aggregate amount of unquoted investments** | | 456,712,482 | 456,712,482 |
| **Aggregate provision for diminution in value of investments** | | 53,800,000 | – |

## 13. Deferred Tax Assets (Net)

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Deferred tax assets** | | |
| Provision for doubtful debts and advances | 70,404,613 | 88,503,786 |
| Provision for gratuity and compensated absences | 18,645,399 | 13,835,956 |
| Provision for bonus | 6,904,139 | 548,096 |
| Disallowances under section 40(a) of the Income Tax Act, 1961 | 122,352,547 | 106,845,050 |
| Other timing differences (rent equalisation) | 2,365,045 | 1,171,200 |
| **Deferred tax liability** | | |
| Depreciation | 71,925,703 | 53,588,747 |
| **Total** | 148,746,040 | 157,315,341 |

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

## 14. Long-Term Loans and Advances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good, unless otherwise stated: | | |
| Capital Advances | | |
| - Considered good | 10,511,234 | 6,129,010 |
| - Considered doubtful | 1,046,249 | 1,046,249 |
| Less: Allowance for doubtful capital advances | 1,046,249 | 1,046,249 |
| Security Deposits | | |
| To related party | 2,999,829 | 2,999,829 |
| To others | | |
| - Considered good | 36,905,368 | 41,681,661 |
| - Considered doubtful | 434,525 | 434,525 |
| Less: Allowance for doubtful security deposits | 434,525 | 434,525 |
| Advances recoverable in cash or kind | 1,280,512 | 1,169,144 |
| Other loans and advances | | |
| - Balances with Government Authorities | 287,286 | 299,422 |
| - Prepaid expenses | 14,556,973 | 10,601,002 |
| **Total** | 66,541,202 | 62,880,068 |

## 15. Other Non-Current Assets

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Long-term deposits with banks with maturity period more than 12 months | 208,395,353 | – |
| **Total** | 208,395,353 | – |

## 16. Trade Receivables

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | 52,090,981 | 160,691,435 |
| Others | 1,518,182,051 | 1,206,269,491 |
| Unsecured, considered doubtful | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | 181,586,970 | 180,217,069 |
| Others | – | 59,172,622 |
| Less: Provision for doubtful debts | 181,586,970 | 239,389,691 |
| **Total** | 1,570,273,032 | 1,366,960,926 |

## 17. Cash and Bank Balances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Cash and cash equivalents** | | |
| Cash on hand | 736,476 | 1,130,704 |
| Cheques on hand | – | – |
| Bank balances | | |
| In current accounts | 149,093,362 | 153,877,025 |
| Term deposits (less than 3 months maturity) | 727,941,579 | 500,981,680 |
| | 877,771,417 | 655,989,409 |
| Other bank balances | | |
| - Long-term deposits with maturity more than 3 months but less than 12 months* | 730,117,164 | 287,736,998 |
| - Unpaid dividend account | 1,528,709 | 1,374,847 |
| | 731,645,873 | 289,111,845 |
| **Total** | 1,609,417,290 | 945,101,254 |

* Rs. 19,800,000 held as lien by bank against bank guarantees

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 18. Short-Term Loans and Advances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good, unless otherwise stated: | | |
| Security deposits | 7,397,265 | 3,425,579 |
| Other loans and advances | | |
| - Advance income tax[Net of provision of Rs. 2,535,137,528 (previous year Rs. 2,013,528,916)] | 311,350,873 | 259,874,873 |
| - Advance fringe benefits tax [Net of provision of Rs. 49,642,976 (previous year Rs. 49,642,976)] | 1,080,426 | 1,080,426 |
| - Prepaid expenses | 52,871,574 | 29,851,504 |
| - Others | | |
| - Considered good | 103,508,186 | 89,168,781 |
| - Considered doubtful | 12,331,249 | 12,331,249 |
| Less: Allowance for doubtful other loans and advances | 12,331,249 | 12,331,249 |
| **Total** | 476,208,324 | 383,401,163 |

### 19. Other Current Assets

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good (unless otherwise stated) : | | |
| Interest accrued on deposits | 39,968,797 | 8,939,718 |
| Claims Recoverable | | |
| - Considered good | 4,518,266 | 5,747,053 |
| - Considered doubtful | – | 2,950,194 |
| Less: Allowance for doubtful other current assets | – | 2,950,194 |
| Others | 7,460,771 | – |
| **Total** | 51,947,834 | 14,686,771 |

### 20. Contingent Liabilities

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Claims against the Company not acknowledged as debts:** | | |
| Income tax matters:<br>The Company has received demand notices from the Income Tax department, which the Company has contested. In the opinion of the management, no liability is likely to arise on account of such demand notices. | 7,735,630 | 7,071,751 |
| Service tax matters:<br>The Company has received demand notice from the Service Tax department, which the Company has contested. In the opinion of the management, based on its understanding of the case and as advised by its counsel, no liability is likely to arise on account of such demand notice. | 100,129,611 | 93,804,477 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Other Matters : | | |
| (1) Claim from Prasar Bharti towards uplinking charges :- Provision made in the books on an estimated basis (refer note 5) is Rs. 64,888,188 (previous year Rs. 62,283,976). In the opinion of the management, based on its understanding of the case and consideration of the opinion received from its counsel, the provision made in the books is considered to be adequate. | **21,593,239** | 20,291,134 |
| (2) Claim from Phonographic Performance Limited (PPL) towards royalty for use of PPL's sound recordings over Company's radio stations:- Liability recorded in the books is Rs. 4,275,494 (previous year Rs. 3,542,604). In the opinion of the management, based on its understanding of the case and as advised by its counsel, the liability recorded in the books is considered to be adequate. | **26,936,626** | 21,586,956 |
| (3) The Company has received legal notices of claims / lawsuits filed against it in respect of programmes aired on its television channels. In the opinion of the management, no liability is likely to arise on account of such claims / lawsuits. | **–** | – |
| (4) The Company made an application to the Ministry of Information and Broadcasting to grant approval for sale of its three radio stations at New Delhi, Mumbai and Kolkata, which was refused by the Ministry. Subsequently, the Company filed a writ petition before the Honourable High Court at Delhi against such refusal, which is pending before the Honourable Court. The Ministry also demanded a payment of Rs. 713,600,000 towards additional migration fee for migration of its radio stations from Phase II to Phase III policy regime, against which the Company has obtained an interim relief till the disposal of the aforesaid case. The Company is pursuing the case legally and expects a favourable outcome. | **713,600,000** | – |
| **Guarantees:** | | |
| Bank guarantees | **25,840,279** | 22,840,279 |
| (a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings. | | |
| (b) The Company does not expect any reimbursements in respect of the above contingent liabilities. | | |

**21. Capital Commitments**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Estimated value of contracts in capital account remaining to be executed | **18,223,260** | 17,458,640 |
| **Total** | **18,223,260** | 17,458,640 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 22. Proposed Dividend

The final dividend proposed for the year is as follows:

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| On equity shares of Rs. 5 each | | |
| Amount of dividend proposed | **104,393,826** | 89,472,923 |
| Dividend per equity share | **1.75** | 1.50 |

### 23. Revenue from Operations

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Sale of Services | | |
| Advertisement income | **5,035,282,418** | 4,353,685,718 |
| Subscription income | **347,309,544** | 378,679,170 |
| Income from digital business | **38,830,300** | 14,666,970 |
| Other Operating Revenue | | |
| Fees from training | **16,324,434** | 14,516,117 |
| SMS income | **233,221** | 165,802 |
| Income from sale of animations | **11,620,825** | 3,902,991 |
| Income from programme support service | **10,516,580** | – |
| **Total** | **5,460,117,322** | 4,765,616,768 |

### 24. Other Income

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Interest income | | |
| - on bank deposits | **118,948,659** | 60,499,349 |
| - on income tax refunds | **–** | 18,054,702 |
| Profit on sale of tangible assets (net) | **6,578,783** | – |
| Provisions / liabilities written back to the extent no longer required | **134,740,660** | 111,343,340 |
| Lease rentals | **31,020,484** | 32,063,988 |
| Miscellaneous income | **5,105,912** | 4,939,435 |
| Foreign exchange fluctuation (net) | **394,152** | – |
| Profit on sale of radio stations (refer note 34) | **20,701,133** | – |
| **Total** | **317,489,783** | 226,900,814 |

## 25. Production Cost

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Reporting expenses | 105,076,982 | 115,182,141 |
| Up-linking charges | 22,729,078 | 27,506,243 |
| Assignment charges | 7,324,991 | 18,547,013 |
| Production expenses | 325,669,339 | 265,319,930 |
| Subscription | 15,033,162 | 12,919,119 |
| Transponder lease rentals | 110,850,587 | 103,844,388 |
| Programme procurement | 500,000 | 1,294,438 |
| **Total** | 587,184,139 | 544,613,272 |

## 26. Employee Benefits Expense

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Salaries, wages and bonus | 1,322,636,626 | 1,098,341,166 |
| Contribution to provident and other funds [refer note (I) below] | 49,814,493 | 39,575,735 |
| Gratuity [refer note (II) below] | 14,845,458 | 14,197,389 |
| Employee stock option scheme (refer note 27) | (25,000) | (280,531) |
| Staff welfare expenses | 32,133,500 | 16,297,512 |
| **Total** | 1,419,405,077 | 1,168,131,271 |

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| **I Defined Contribution Plans** | | |
| Amount recognized in the Statement of Profit and Loss | | |
| - Employer's contribution to Provident Fund | 31,570,544 | 29,227,673 |
| - Employer's contribution to Employees' Pension Scheme, 1995 | 14,658,628 | 10,260,140 |
| - Employer's contribution to Employees' State Insurance Scheme | 62,655 | 87,922 |
| **Total** | 46,291,827 | 39,575,735 |

**II Defined Benefit Plan (Gratuity) and Other Long-Term Employee Benefit (Compensated Absences)**

**(A) The assumptions used for the purpose of actuarial valuation to determine the defined benefit and other long-term employee benefit obligations are as follows :**

| | As at | |
|---|---|---|
| | March 31, 2016 | March 31, 2015 |
| Discount rate (per annum) | 7.50% | 7.80% |
| Rate of increase in compensation levels (per annum) | 6.50% | 6.50% |
| Expected rate of return on plan assets (for gratuity - per annum) | 8.43% | 8.99% |
| Remaining working lives of employees (years) | 21.59 | 22.12 |

The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**(B) Changes in the present value of defined benefit and other long-term employee benefit obligations**

(i) **Gratuity (Funded)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Balance at the beginning of the year | **78,805,452** | 63,490,903 |
| Interest cost | **6,146,825** | 5,777,672 |
| Current service cost | **12,971,340** | 10,850,629 |
| Benefits paid | **(7,415,316)** | (7,383,011) |
| Actuarial (gain) / loss on obligation | **2,159,218** | 6,069,259 |
| **Balance at the end of the year** | **92,667,519** | 78,805,452 |

(ii) **Compensated Absences (Unfunded)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Balance at the beginning of the year | **47,640,316** | 55,069,773 |
| Interest cost | **3,715,944** | 3,872,898 |
| Current service cost | **9,411,068** | 8,768,078 |
| Curtailment cost * | **–** | (12,510,454) |
| Benefits paid | **(6,858,843)** | (4,100,474) |
| Actuarial (gain) / loss on obligation | **1,503,042** | (3,459,505) |
| **Balance at the end of the year** | **55,411,527** | 47,640,316 |

* Represents reversal of opening balance of provision for sick leave which is not being carried forward beyond one accounting year as per Company's policy with effect from April 1, 2015.

**(C) Changes in the fair value of plan assets (for gratuity)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Balance at the beginning of the year | **73,041,376** | 65,750,365 |
| Expected return on plan assets | **6,575,928** | 5,753,157 |
| Actuarial gain / (loss) | **(144,003)** | 487,552 |
| Contributions | **8,720,561** | 8,433,313 |
| Benefits paid | **(7,415,316)** | (7,383,011) |
| **Balance at the end of the year** | **80,778,546** | 73,041,376 |

**(D) Reconciliation of present value of defined benefit and other long-term employee benefit obligation and fair value of plan assets**

**(i) Gratuity (Funded)**

| | As At | | | | |
|---|---|---|---|---|---|
| | **March 31, 2016** | March 31, 2015 | March 31, 2014 | March 31, 2013 | March 31, 2012 |
| Present value of defined benefit obligation | **92,667,519** | 78,805,452 | 63,490,903 | 70,612,749 | 63,987,131 |
| Less: Fair value of plan assets | **80,778,546** | 73,041,376 | 65,750,365 | 74,952,699 | 69,141,754 |
| Net asset / (liability) recognized in balance sheet [under long-term provisions (refer note 5)] | **(11,888,973)** | (5,764,076) | Nil * | 4,339,950 | 5,154,623 |

* An amount of Rs. 2,259,462 was not recognized as an asset as no economic benefit was available in the form of refunds from the plan or reductions in future contributions to the plan.

**(ii) Compensated Absences (Unfunded)**

| | As At | | | | |
|---|---|---|---|---|---|
| | **March 31, 2016** | March 31, 2015 | March 31, 2014 | March 31, 2013 | March 31, 2012 |
| Present value of other long-term employee benefit obligation | **55,411,527** | 47,640,316 | 55,069,774 | 68,452,520 | 67,892,523 |
| Less: Fair value of plan assets | **-** | - | - | - | - |
| Net asset / (liability) recognized in balance sheet | **(55,411,527)** | (47,640,316) | (55,069,774) | (68,452,520) | (67,892,523) |
| **Recognized under :** | | | | | |
| Long-term provisions (refer note 5) | **47,859,345** | 41,132,103 | | | |
| Short-term provisions (refer note 9) | **7,552,182** | 6,508,213 | | | |
| **Total** | **55,411,527** | 47,640,316 | | | |

**(E) Experience adjustments on plan assets and liabilities**

| | Year ended | | | | |
|---|---|---|---|---|---|
| | **March 31, 2016** | March 31, 2015 | March 31, 2014 | March 31, 2013 | March 31, 2012 |
| Experience adjustments on plan assets - (loss) / gain | | | | | |
| - Gratuity (funded) | **(144,003)** | 487,552 | (976,843) | - | (165,475) |
| Experience adjustments on plan liabilities - (loss) / gain | | | | | |
| - Gratuity (funded) | **(880,855)** | 190,403 | 1,633,489 | (14,801) | (463,223) |
| - Compensated absences (unfunded) | **(4,536,499)** | 2,977,378 | 15,428,660 | (5,606,157) | 8,748,026 |

**(F) Expense recognized in the Statement of Profit and Loss**

**(i) Gratuity (Funded)**

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Current service cost | **12,971,340** | 10,850,629 |
| Interest cost | **6,146,825** | 5,777,672 |
| Expected return on plan assets | **(6,575,928)** | (5,753,157) |
| Net actuarial (gain) / loss | **2,303,221** | 5,581,707 |
| **Total expense** | **14,845,458** | 16,456,851* |

* Actual expense in previous year is Rs. 14,197,389, i.e., lower by Rs. 2,259,462 on account of net asset not recognized as no economic benefit was available in the form of refunds from the plan or reduction in future contributions to the plan.

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| **(ii) Compensated Absences (Unfunded)** | | |
| Current service cost | **9,411,068** | 8,768,078 |
| Interest cost | **3,715,944** | 3,872,898 |
| Curtailment cost * | **–** | (12,510,454) |
| Net actuarial (gain) / loss | **1,503,042** | (3,459,505) |
| **Total expense** | **14,630,054** | (3,328,983) |

* Represents reversal of opening balance of provision for sick leave which is not being carried forward beyond one accounting year as per Company's policy with effect from April 1, 2015.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**(G) Constitution of Plan Assets (for Gratuity)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Total of plan assets * | **80,778,546** | 73,041,376 |

* The contribution is made to the Life Insurance Corporation of India (LIC) and the detailed information of plan assets has not been provided by the LIC.

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Actual return on plan assets | **6,431,925** | 6,240,709 |

**(H) Expected Contribution to the funds in the next year**

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Gratuity | **12,699,885** | 10,214,024 |
| Compensated absences | **14,453,318** | 9,406,494 |

**27. Employee Stock Option Plan**

The Company instituted the Employee Stock Option Plan (TVTN ESOP 2006) to grant equity - based incentives to its eligible employees. The TVTN ESOP 2006 was approved by the board of directors in their meeting held on 21st August, 2006 and by shareholders in their meeting held on 28th September, 2006, for grant of 2,900,000 options, representing one share for each option upon exercise by the employees of the Company, at an exercise price determined by the Board / Remuneration Committee. The equity shares covered under the scheme shall vest over a period of four years; vesting shall vary based on the meeting of the performance criteria. The Optionee may exercise their vested options at any moment after the earliest applicable vesting date and prior to the completion of ten years from the grant date.

Accordingly, the Company under the intrinsic value method, as permitted by the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India, has recognized the excess of the market price over the exercise price of the option amounting to Rs. (-) 25,000 (previous year Rs. (-) 280,531) as expense during the year. Further, the liability as at March 31, 2016 in respect of Employee Stock Options Outstanding is Rs. 375,000 (previous year Rs. 450,000).

**The movement in the options granted to employees during the year ended March, 31 2016 under the TVTN ESOP 2006 is set out below:**

| | First Grant | Second Grant | Third Grant | Fourth Grant | Fifth Grant | Sixth Grant | Seventh Grant |
|---|---|---|---|---|---|---|---|
| **Date of grant** | **1-Dec-06** | **1-Mar-07** | **1-Dec-07** | **24-Jun-08** | **5-Apr-10** | **20-May-10** | **30-Sep-10** |
| Market price on the date of grant of underlying equity shares | Rs. 74.35 | Rs. 134.85 | Rs. 152.75 | Rs. 93.15 | Rs. 113.90 | Rs. 102.85 | Rs. 85.15 |
| Exercise price | | | | | | | |
| - 50% of options | Rs. 74.35 | Rs. 134.85 | Rs. 152.75 | Rs. 93.15 | Rs. 113.90 | Rs. 102.85 | Rs. 85.15 |
| - Balance 50% of options * | Rs. 44.35 | Rs. 104.85 | Rs. 122.75 | Rs. 63.15 | Rs. 83.90 | Rs. 72.85 | Rs. 55.15 |
| Vesting Period | 4 years | 4 years | 4 years | 4 years | 4 years | 4 years | 4 years |
| Options outstanding at the beginning of the year (nos.) | – | 10,000 | – | 12,500 | – | 7,500 | – |
| Options granted during the year (nos.) | – | – | – | – | – | – | – |
| Options forfeited during the year (nos.) | – | – | – | – | – | – | – |
| Options exercised during the year (nos.) | – | – | – | 5,000 | – | – | – |
| Options expired during the year (nos.) | – | – | – | – | – | – | – |
| Options outstanding at the end of the year (nos.) | – | 10,000 | – | 7,500 | – | 7,500 | – |
| Options exercisable at the end of the year (nos.) | – | 10,000 | – | 7,500 | – | 7,500 | – |

* Maximum discount of Rs. 30, which may vary between Rs. 0 to Rs. 30 based on employee's performance.

Weighted average exercise price for stock options exercised during the year : Rs. 73.15 per equity share.

**The fair value of options (as determined by an independent valuer) granted under the TVTN ESOP 2006 is estimated on the date of grant using Black-Scholes model with the following assumptions:**

| Date of Grant | 1-Dec-06 | 1-Mar-07 | 1-Dec-07 | 24-Jun-08 | 5-Apr-10 | 20-May-10 | 30-Sep-10 |
|---|---|---|---|---|---|---|---|
| Risk free interest rate | 7.35% | 7.87% | 8.07% | 8.83% | 8.09% | 7.94% | 8.10% |
| Expected life of options * | 10 years | 10 years | 10 years | 10 years | 10 years | 10 years | 10 years |
| Expected volatility ** | 48.28% | 55.44% | 51.27% | 58.35% | 54.44% | 52.40% | 43.13% |
| Dividend yield | 1.01% | 0.56% | 0.49% | 0.83% | 0.66% | 0.74% | 0.89% |

* Expected life is taken as the aggregate of the vesting and exercise period.

** Expected volatility is determined on the basis of the "share price-volume data" available at www.nseindia.com

**The Company's net profit and earnings per share would have been as under, had the compensation cost for employees' stock options been recognized based on the fair value at the date of grant in accordance with Black-Scholes model.**

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Profit after tax (Rs.) | **943,036,371** | 810,327,552 |
| Less: Additional employee compensation cost based on fair value | **25,000** | 284,264 |
| Profit after tax as per Fair Value Method | **943,011,371** | 810,043,288 |
| Earnings per share (EPS) | | |
| Basic | | |
| Number of shares | **59,650,528** | 59,574,539 |
| Basic EPS as reported (Rs.) (Refer note 35) | **15.81** | 13.60 |
| Proforma Basic EPS (Rs.) | **15.81** | 13.60 |
| Diluted | | |
| Number of shares | **59,653,941** | 59,578,758 |
| Diluted EPS as reported (Rs.) (Refer note 35) | **15.81** | 13.60 |
| Proforma Diluted EPS (Rs.) | **15.81** | 13.60 |

## 28. Finance Costs

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Interest on long-term borrowings | **–** | 12,729,627 |
| Interest on short-term borrowings | **40,096** | 89,871 |
| Other borrowing costs | **1,905,759** | 1,954,013 |
| **Total** | **1,945,855** | 14,773,511 |

## 29. Depreciation and Amortization Expense

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Depreciation on tangible assets | **249,526,332** | 240,113,455 |
| Amortisation on intangible assets | **56,184,079** | 60,107,282 |
| **Total** | **305,710,411** | 300,220,737 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 30. Other Expenses

| Particulars | | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| Advertising, distribution and sales promotion | | 1,089,025,084 | 929,578,072 |
| Power and fuel | | 80,020,618 | 78,972,415 |
| Rent | | 47,532,785 | 48,620,015 |
| Repairs to building | | 2,081,365 | 1,243,079 |
| Repairs to machinery | | 64,610,918 | 46,326,895 |
| Repairs - others | | 28,622,617 | 16,618,298 |
| Insurance | | 16,739,002 | 16,606,404 |
| Rates and taxes | | 11,371,871 | 14,569,412 |
| Travelling expenses | | 136,886,939 | 137,940,235 |
| Payment to auditors (excluding service tax) | | | |
| As auditor: | | | |
| Audit fee | | 5,000,000 | 3,500,000 |
| Tax audit fee | | 400,000 | 300,000 |
| Other services | | 1,800,000 | 1,500,000 |
| Reimbursement of expenses | | 537,011 | 528,112 |
| Expenditure towards Corporate Social Responsibility (CSR) activities [refer note below] | | 16,542,533 | 9,325,944 |
| Legal and professional fees | | 41,287,839 | 41,130,360 |
| Printing and stationery | | 4,497,978 | 5,187,284 |
| Communication expenses | | 37,381,009 | 32,836,247 |
| Car hire charges | | 68,108,238 | 70,139,101 |
| Housekeeping | | 54,889,044 | 52,690,864 |
| Vehicle running and maintenance | | 5,834,704 | 3,255,312 |
| Agency incentive | | 80,675,133 | 74,517,875 |
| Freight and courier | | 2,805,804 | 3,229,564 |
| Guard services | | 22,597,779 | 22,170,854 |
| Newspapers and periodicals | | 10,641,344 | 7,992,295 |
| Business promotion | | 25,538,360 | 13,392,295 |
| Software expenses | | 3,369,603 | 3,367,317 |
| Net loss on foreign currency transaction and translation | | – | 671,502 |
| Net loss on sale of tangible assets | | – | 88,456 |
| Fixed assets written off | | 67,113 | 1,473,320 |
| Provision for doubtful debts and advances | | 33,680,549 | 86,217,400 |
| Bad debts | 57,518,850 | | |
| Less: adjusted with provision for doubtful debts | 53,381,443 | 4,137,407 | 1,260,430 |
| Provision for diminution in the value of long term investment (refer note 42) | | 53,800,000 | – |
| Royalty fee | | 30,065,293 | – |
| Miscellaneous expenses | | 9,599,402 | 10,758,426 |
| **Total** | | 1,990,147,342 | 1,736,007,783 |

Note:- Corporate Social Responsibility Expenditure:

Gross amount required to be spent by the Company during the year - Rs. 16,542,533.

Amount spent during the year on:

| S. No | Particulars | In cash (Rs.) | Yet to be paid in cash (Rs.) | Total (Rs.) |
|---|---|---|---|---|
| (i) | Construction / acquisition of any asset | Nil | Nil | Nil |
| (ii) | On purposes other than (i) above | 16,542,533 | Nil | 16,542,533 |

**31. CIF Value of Imports**

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Capital goods | 40,300,905 | 45,536,119 |
| **Total** | 40,300,905 | 45,536,119 |

**32. Expenditure in Foreign Currency**

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Foreign travel | 8,624,352 | 15,759,008 |
| Production cost | 148,058,922 | 129,125,107 |
| Repairs to machinery | 14,882,387 | 15,085,838 |
| Repairs - others | 127,780 | – |
| Other expenses | 11,933,625 | 21,040,105 |
| **Total** | 183,627,066 | 181,010,058 |

**33. Earnings in Foreign Currency**

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Advertisement income | 88,358,668 | 65,189,164 |
| Subscription income | 68,939,234 | 59,374,918 |
| Miscellaneous income | 55,716 | – |
| **Total** | 157,353,618 | 124,564,082 |

**34. Discontinuing Operations**

On February 6, 2015, the Board of Directors of the Company approved the sale of Radio FM Business (seven radio stations). The decision was intimated to the stock exchanges on the same date. The disposal plan is consistent with the Company's long-term strategy to focus its activities on Television Broadcasting. The Company signed a non-binding Memorandum of Understanding (MoU) with Entertainment Network (India) Limited on February 13, 2015, in relation to the sale of seven radio stations to Entertainment Network (India) Limited, subject to fulfilment of the contractual obligations and receipt of all necessary regulatory approvals, including permission from the Ministry of Information and Broadcasting, Government of India. The purchase price for the whole of Radio Business, as per the said MoU, is Rs. 485,000,000, to be paid on the closing date.

On receipt of approval from the Ministry of Information and Broadcasting on July 20, 2015, the Company sold four of its radio stations at Amritsar, Patiala, Jodhpur and Shimla on September 18, 2015 to Entertainment Network (India) Limited, as a going concern, on a slump sale basis, for a lump sum consideration of Rs. 40,000,000, adjusted for net working capital, as per the business transfer agreement. Such transaction resulted in a profit of Rs. 20,701,133 included in 'Other Income'.

The application to the Ministry to grant approval for sale of its three radio stations at New Delhi, Mumbai and Kolkata, was declined by the Ministry. The Company has filed a writ petition before the Honourable High Court of Delhi against such denial, which is pending before the Honourable Court. The Ministry also demanded a payment of Rs. 713,600,000 towards additional migration fee for migration of its radio stations from Phase II to Phase III Policy Regime, against which the Company has obtained an interim relief till the disposal of the aforesaid case and accordingly, the same has been disclosed as a contingent liability (refer note 20). The Company is pursuing the case legally and expects a favourable outcome.

Operating results of the Company's discontinued operations are summarized as follows:

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The carrying amounts of the total assets and liabilities to be disposed off as at March 31, 2016 are as follows:

| | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Total assets | **114,699,429** | 178,858,059 |
| Total liabilities | **141,099,669** | 92,809,433 |
| Net Assets | **(26,400,240)** | 86,048,626 |

The revenue and expenses in respect of ordinary activities attributable to the discontinuing operations are as follows:

| | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Revenues | **103,705,240** | 163,887,396 |
| Cost and expenses | **238,620,006** | 256,687,132 |
| Operating loss before taxes | **(134,914,766)** | (92,799,736) |
| Tax benefits / (Expense) | **–** | – |
| Operating loss from discontinued operations | **(134,914,766)** | (92,799,736) |
| Gain from disposals, net of tax | **20,701,133** | – |
| (Loss) from discontinued operations, net of tax | **(114,213,633)** | (92,799,736) |

The net cash flows attributable to the Radio Division are as follows:

| | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Operating activities | **(20,543,336)** | (39,426,512) |
| Investment activities | **40,024,928** | (5,049,492) |
| Financing activities | **(20,024,363)** | 43,561,492 |
| Net cash inflows/ (outflows) | **(542,771)** | (914,512) |

### 35. Earnings Per Share (EPS)

| **Particulars** | | Year ended | |
|---|---|---|---|
| | | **March 31, 2016** | March 31, 2015 |
| **Basic** | | | |
| Profit after tax (Rs.) | A | **943,036,371** | 810,327,552 |
| Weighted average number of shares outstanding | B | **59,650,528** | 59,574,539 |
| Basic EPS (Rs.) | A/B | **15.81** | 13.60 |
| **Diluted** | | | |
| Profit after tax (Rs.) | A | **943,036,371** | 810,327,552 |
| Weighted average number of shares outstanding | B | **59,650,528** | 59,574,539 |
| Add: Weighted average number of potential equity shares on account of employee stock options | C | **3,414** | 4,219 |
| Weighted average number of shares outstanding for diluted EPS | D (B+C) | **59,653,941** | 59,578,758 |
| Diluted EPS (Rs.) | A / D | **15.81** | 13.60 |
| Face value per share (Rs.) | | **5** | 5 |

**Other Disclosures**

**36. Investments**

The following table includes the classification of investments in accordance with AS 13, Accounting for Investments :

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **Long Term Investments** | | |
| 1,50,000 equity shares (previous year 1,50,000) of Rs. 10 each fully paid-up held in T.V. Today Network (Business) Limited | **1,500,000** | 1,500,000 |
| 10,510,510 equity shares (previous year 10,510,510) of Rs. 10 each fully paid-up held in Mail Today Newspapers Private Limited (refer note 42) | **401,412,482** | 455,212,482 |
| **Total investments** | **402,912,482** | 456,712,482 |
| **Disclosed Under:** | | |
| Non-current investments (Refer note 12) | **402,912,482** | 456,712,482 |
| **Total** | **402,912,482** | 456,712,482 |

**37. Segment Reporting**

The Company is primarily engaged in television broadcasting, which is considered the only reportable business segment as per Accounting Standard 17[AS-17], "Segment Reporting". Therefore, as per the requirements of AS-17 are Company does not have any reportable primary segment and accordingly disclosure requirements of AS-17 in this regard are not applicable, further the company has determined its operations in India as its single reportable geographical segment.

**38. Related Party Disclosures**

**(a) Names of related parties and nature of relationship**

(i) Where control exists:

| | |
|---|---|
| Holding company: | Living Media India Limited (Refer Note - e) |
| Ultimate holding company: | World Media Private Limited [till December 18, 2015] (Refer Note - a) |
| Subsidiary: | T.V. Today Network (Business) Limited (Refer Note - b) |

(ii) Other related parties with whom transactions have taken place during the year:

| | |
|---|---|
| Fellow subsidiaries: | Mail Today Newspapers Private Limited |
| | Today Merchandise Private Limited |
| | Thomson Press (India) Limited [till December 18, 2015] |
| | Integrated Databases India Limited |
| | ITAS Media Private Limited |
| | Radio Today Broadcasting Limited [till December 18, 2015] |
| | Today Retail Network Private Limited |
| Key management personnel (KMP): | Mr. Aroon Purie (Managing Director) |
| | Mrs. Koel Purie Rinchet (Whole-time Director till June 26, 2015) |
| | Mrs. Kalli Purie Bhandal (Whole-time Director w.e.f. February 8, 2016) |
| Entity over which Key Management Personnel (KMP) exercise significant influence | Care Today Fund |
| | Vasant Valley School |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

| (b) Transactions / Balances | Holding Company | | Fellow Subsidiaries | | KMP | | Entity over which KMP exercise significant influence | |
|---|---|---|---|---|---|---|---|---|
| | March 31, 2016 | March 31, 2015 | March 31, 2016 | March 31, 2015 | March 31, 2016 | March 31, 2015 | March 31, 2016 | March 31, 2015 |
| Purchase of advertisement space / material (refer note c) | 57,560,250 | 39,602,500 | 3,503,715 | 16,656,552 | – | – | – | – |
| Advertisement income (refer notes c and d) | 29,539,228 | 106,136,845 | 2,508,994 | 6,058,677 | – | – | – | – |
| Agency commission paid (refer note c) | 5,144,751 | 16,134,788 | – | – | – | – | – | – |
| Income from digital business (refer note c) | 44,460,694 | 16,479,808 | – | – | – | – | – | – |
| Transfer of proportionate share of revenue from composite contracts | – | – | – | 11,950,000 | – | – | – | – |
| Interest free security deposit paid | – | 1,045,500 | – | – | – | – | – | – |
| Management fee paid (refer note c) | 65,130,118 | 20,149,896 | – | – | – | – | – | – |
| Management fee charged to related party (refer note c) | 8,061,175 | – | | | | | | |
| Purchase of India Today diaries (refer note c) | 284,933 | 189,280 | – | – | – | – | – | – |
| IPTV income shared with related party (refer note c) | – | 1,129,164 | – | – | – | – | – | – |
| Income from sale of online T.V. Today Media Institute prospectus (refer note c) | 451,205 | 581,747 | – | – | – | – | – | – |
| Purchase of fixed assets (refer note c) | – | 435,395,000 | 10,800 | 23,630 | – | – | – | – |
| SMS income (refer note c) | 267,038 | 186,296 | – | – | – | – | – | – |
| Expenditure towards Corporate Social Responsibility (CSR) activities and other donations | – | – | – | – | – | – | 16,598,883 | 11,080,344 |
| Rent charged by related parties for use of common facilities / utilities (refer notes c and d) | 20,953,698 | 21,629,806 | 284,145 | 374,435 | – | – | – | – |
| Rent charged to related parties for use of common facilities / utilities (refer note c) | 53,453,943 | 52,408,694 | 7,979,373 | 9,997,452 | – | – | – | – |
| Royalty fee charged (refer note c) | 34,253,493 | – | – | – | – | – | – | – |
| Content fee charged | 5,983,143 | – | – | – | – | – | – | – |
| Miscellaneous inter-company services received from related parties and other charges paid | 1,404,465 | 4,720,477 | 1,460,390 | 2,626,669 | – | – | 35,000 | – |
| Miscellaneous inter-company services rendered to related parties and other charges received | 3,533,141 | 1,479,207 | 109,314 | 205,992 | – | – | – | 1,160 |
| Remuneration / commission paid | – | – | – | – | 88,709,916 | 77,270,828 | – | – |
| Dividend paid | 50,931,500 | 33,954,333 | – | – | 441,258 | 211,374 | – | – |
| **Balance as at year end** | | | | | | | | |
| Trade payables | – | 8,754,125 | 2,911 | 13,440,020 | – | – | – | – |
| Other current liabilities | – | – | – | – | 78,217,490 | 67,339,415 | – | – |
| Trade receivables | 122,382,556 | 153,516,854 | 2,659,756 | 9,240,004 | – | – | – | – |

**Notes:-**

a There were no transactions during the year and previous year except dividend amounting to Rs. 2,499 (previous year Rs. 1,666) paid during the year.

b Expenses paid on behalf of subsidiary, recoverable as at balance sheet date Rs. 89,999 (previous year Rs. 56,788).

c The figures include sales tax / service tax, as applicable.

d Advertisement income from and rent paid to holding company include Rs. 17,149,164 (previous year Rs. 53,782,631) and Rs. 2,647,643 (previous year Rs. 3,535,617) respectively arising out of a transaction with a third party pursuant to the contract entered into by the holding company with the said third party.

e Refer Note 42 for confirmating received from the holding company towards proposed transfer of its shareholding in Mail Today News Papers Private Limited in favour of the company without any monitory consideration.

**(c) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties**

| Particulars | Transactions (Rs.) | | Balance Receivable / (Payable) (Rs.) | |
|---|---|---|---|---|
| | **March 31, 2016** | March 31, 2015 | **March 31, 2016** | March 31, 2015 |
| **(i) Purchase of fixed assets** | | | | |
| Fellow subsidiary: Today Retail Network Private Limited | **10,800** | 23,630 | **16,890** | 10,440 |
| **(ii) Expenditure towards Corporate Social Responsibility (CSR) activities and other donations** | | | | |
| Entity over which Key Management Personnel (KMP) exercises significant influence: Care Today Fund | **16,598,883** | 11,080,344 | **-** | - |
| **(iii) Rent charged to related parties for use of common facilities / utilities** | | | | |
| Fellow subsidiary: Mail Today Newspapers Private Limited | **7,979,373** | 9,997,452 | **2,236,384** | (4,726,456) |
| **(iv) Miscellaneous inter-company services received from related parties and other charges paid** | | | | |
| Fellow subsidiary: Thomson Press (India) Limited | **1,442,172** | 2,537,589 | **-** | (377,170) |
| **(v) Remuneration paid #** | | | | |
| Aroon Purie | **78,257,090** | 67,084,720 | **(78,217,490)** | (64,229,015) |

(#) As provision for gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the key management personnel cannot be individually identified.

**39. Operating Leases**

**As a lessee:**

The Company has cancellable and non-cancellable lease arrangements mainly for office premises and company leased accommodation for employees. These lease arrangements range for a period between 11 months and 10 years. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses. The operating lease payments recognized in the Statement of Profit and Loss amount to Rs. 47,532,785 (previous year Rs. 48,620,015).

With respect to non-cancellable operating leases, the future minimum lease payments are as follows:-

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Not later than one year | **19,567,096** | 22,323,828 |
| Later than one year and not later than five years | **27,258,260** | 45,800,903 |
| Later than five years | **–** | – |
| **Total** | **46,825,356** | 68,124,731 |

**As a lessor:**

The Company has given a part of Noida office building on cancellable operating lease to two parties. These lease arrangements have been entered for a period of ten years from March 1, 2014. The lease arrangements are renewable for further period on mutually agreeable terms and also include escalation clauses

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**40. Unhedged Foreign Currency Exposure**

The Company does not have any derivative instruments. The particulars of unhedged foreign currency exposure as at the Balance Sheet date are as follows:

| Particulars | Currency | As at March 31, 2016 | | As at March 31, 2015 | |
|---|---|---|---|---|---|
| | | Amount (FC) | Amount (Rs.) | Amount (FC) | Amount (Rs.) |
| Other current liabilities | GBP | 13,144 | 1,249,816 | - | - |
| | USD | 1,412,779 | 93,713,525 | 424,475 | 26,567,890 |
| Trade receivables | GBP | 176,291 | 16,761,702 | 195,810 | 18,102,614 |
| | EURO | 433 | 32,530 | 433 | 29,247 |
| | AED | 3,143 | 56,565 | 6,402 | 108,954 |
| | AUD | 10,541 | 533,567 | 17,488 | 840,663 |
| | CAD | 107,942 | 5,481,176 | 20,953 | 1,036,141 |
| | USD | 374,264 | 24,824,780 | 349,023 | 21,845,338 |

**41. Dues to Micro and Small Enterprises**

Based on information available with the Company, there are no outstanding dues to micro and small enterprises as at March 31, 2016. No interest has been paid / is payable by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.

**42.** The Company, as a strategic decision, considered entering into the print media and, accordingly, acquired in earlier years some stake in Mail Today Newspapers Private Limited ("Mail Today"), a differentiated newspaper published in Delhi market. Based on the valuation of the equity shares of Mail Today, carried out by an independent valuer, the Company acquired the shares through direct subscription and through purchase from existing shareholders at a cost of Rs. 455,212,482. Mail Today is presently incurring losses, but is close to operating break-even. The Company, in view of such losses and considering the current business / industry conditions, has carried out a valuation of shares of Mail Today through an independent valuer and the said valuation shows a decline of Rs. 422,500,000 in the carrying amount of the Company's existing shareholding in Mail Today. Mail Today is of strategic importance to the Company, as it has a network of journalists generating original content, which can be of great value to the Company in future. In view of such strategic value, the Company is in the process of acquiring the remaining stake in Mail Today from the other shareholders, viz., Living Media India Limited, the holding company and AN (Mauritius) Limited, who have confirmed to transfer their existing shares to the Company without any monetary consideration, making Mail Today a wholly-owned subsidiary of the Company. The reduction in the value of the Company's investments after considering such proposed acquisition from the other shareholders without any monetary consideration amounts to Rs. 53,800,000, which has been provided for in these financial statements as decline, other than temporary. The management of Mail Today is making all possible efforts to improve its performance.

**43. Previous Year Figures**

Previous year figures have been reclassified to conform to this year's classification.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

# INDEPENDENT AUDITORS' REPORT

**To the Members of T.V. Today Network Limited**

**Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of **T.V. Today Network Limited** ("hereinafter referred to as the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"); (refer Note 1(b)to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

**Management's Responsibility for the Consolidated Financial Statements**

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements 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 has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

5. 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 auditors' judgement, 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 financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

6. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the 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 as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

**Emphasis of Matter**

8. We draw attention to Note 42 of the financial statements regarding the carrying value of investment in Mail Today Newspapers Private Limited ("Mail Today") amounting to Rs. 401,412,482 and the provision of Rs. 53,800,000 towards decline, other than temporary, for the same. This decline is arrived at after considering the proposed transaction whereby shares held in Mail Today by Living Media India Limited, the holding company, and

AN (Mauritius) Limited, U.K., will be received by the Company without any monetary consideration, as confirmed by the said companies, for reasons described in the note. Our conclusion is not qualified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

9. As required by Section143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiary included in the Group, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the subsidiary.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiary included in the Group, including relevant records relating to the preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the subsidiary company, none of the directors of the Group companies is disqualified as on March 31, 2016 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 Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(g) With respect to the other matters to be included in the Auditors' 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. i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group – Refer Note 20 to the consolidated financial statements.

ii. The Group did not have any derivative contracts and in respect of other long-term contracts, there were no material foreseeable losses as at March 31, 2016.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company, during the year ended March 31, 2016.

For Price Waterhouse
Firm Registration N0.: 301112E
*Chartered Accountants*

Sd/-
Sougata Mukherjee
*Partner*
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9(f) of the Independent Auditors' Report of even date to the members of T.V. Today Network Limited on the consolidated financial statements for the year ended March 31, 2016.

Report on the Internal Financial controls under clause (i) of sub section 3 of section 143 of the Act.

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of T.V. Today Network Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

6. 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**

7. 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**

8. In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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 Price Waterhouse
Firm Registration N0.: 301112E
*Chartered Accountants*

Sd/-
Sougata Mukherjee
*Partner*
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

## BALANCE SHEET (CONSOLIDATED) AS AT MARCH 31, 2016

| | Note | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| **Equity and Liabilities** | | | |
| **Shareholders' funds** | | | |
| Share capital | 2 | 298,268,075 | 298,243,075 |
| Reserves and surplus | 3 | 5,019,613,937 | 4,201,829,191 |
| **Sub - total** | | 5,317,882,012 | 4,500,072,266 |
| **Non-current liabilities** | | | |
| Other long-term liabilities | 4 | 16,643,536 | 17,849,059 |
| Long-term provisions | 5 | 124,636,506 | 109,180,155 |
| **Sub - total** | | 141,280,042 | 127,029,214 |
| **Current liabilities** | | | |
| Short-term borrowings | 6 | – | 67,258,112 |
| Trade payables | 7 | | |
| Total outstanding dues of micro enterprises and small enterprises and | | – | – |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 726,107,169 | 622,391,007 |
| Other current liabilities | 8 | 398,900,349 | 339,691,277 |
| Short-term provisions | 9 | 133,198,135 | 114,223,487 |
| **Sub - total** | | 1,258,205,653 | 1,143,563,883 |
| **Total** | | 6,717,367,707 | 5,770,665,363 |
| **Assets** | | | |
| **Non-current assets** | | | |
| Fixed assets | | | |
| Tangible assets | 10 | 1,805,842,715 | 1,975,720,996 |
| Intangible assets | 11 | 329,376,109 | 376,524,553 |
| Capital work-in-progress | | 47,083,193 | 30,807,185 |
| Non-current investments | 12 | 401,412,482 | 455,212,482 |
| Deferred tax assets (net) | 13 | 148,746,040 | 157,315,341 |
| Long-term loans and advances | 14 | 66,541,202 | 62,880,068 |
| Other non-current assets | 15 | 208,395,353 | – |
| **Sub - total** | | 3,007,397,094 | 3,058,460,625 |
| **Current assets** | | | |
| Trade receivables | 16 | 1,570,183,033 | 1,366,904,138 |
| Cash and bank balances | 17 | 1,611,612,029 | 947,188,556 |
| Short-term loans and advances | 18 | 476,189,005 | 383,384,409 |
| Other current assets | 19 | 51,986,546 | 14,727,635 |
| **Sub - total** | | 3,709,970,613 | 2,712,204,738 |
| **Total** | | 6,717,367,707 | 5,770,665,363 |

The accompanying notes are an integral part of these financial statements.
This is the Balance Sheet referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

## STATEMENT OF PROFIT AND LOSS (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2016

| | Note | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| Revenue from operations | 23 | **5,460,117,322** | 4,765,616,768 |
| Other income | 24 | **317,676,883** | 227,077,161 |
| **Total revenue** | | **5,777,794,205** | 4,992,693,929 |
| Expenses: | | | |
| Production cost | 25 | **587,184,139** | 544,613,272 |
| Employee benefits expense | 26 | **1,419,405,077** | 1,168,131,271 |
| Finance costs | 28 | **1,948,932** | 14,776,134 |
| Depreciation and amortization expense | 29 | **305,710,411** | 300,220,737 |
| Other expenses | 30 | **1,990,244,973** | 1,736,108,600 |
| **Total expenses** | | **4,304,493,532** | 3,763,850,014 |
| **Profit before tax** | | **1,473,300,673** | 1,228,843,915 |
| Profit from continuing operations before tax | | **1,587,514,306** | 1,321,643,651 |
| Tax expense | | | |
| Current tax [including Rs. nil (previous year Rs. 17,603,228) relating to earlier year] | | **521,666,422** | 416,157,717 |
| Deferred tax [including Rs. nil (previous year Rs. (-) 18,000,541) relating to earlier year] | | **8,569,302** | 2,340,230 |
| **Profit from continuing operations after tax** | | **1,057,278,582** | 903,145,704 |
| (Loss) from discontinuing operations before tax | 34 | **(134,914,766)** | (92,799,736) |
| Profit from disposal of assets and liabilities of discontinuing operations | 34 | **20,701,133** | – |
| Income tax expense | | **–** | – |
| **(Loss) from discontinuing operations after tax** | | **(114,213,633)** | (92,799,736) |
| **Profit for the year** | | **943,064,949** | 810,345,968 |
| Earnings per equity share: [Nominal value per share: Rs. 5 (Previous Year Rs. 5)] | 35 | | |
| Basic | | **15.81** | 13.60 |
| Diluted | | **15.81** | 13.60 |

The accompanying notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

For and on behalf of the Board

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

Place : Gurgaon
Date : May 25, 2016

Place : New Delhi
Date : May 25, 2016

## CASH FLOW STATEMENT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2016

| | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **A. Cash flow from operating activities** | | |
| Profit before taxation including discontinuing operations | **1,473,300,673** | 1,228,843,915 |
| Adjustments for: | | |
| Depreciation | **249,526,332** | 240,113,455 |
| Amortisation | **56,184,079** | 60,107,282 |
| Employee stock option scheme | **(25,000)** | (280,531) |
| Provision for doubtful debts and advances | **33,680,549** | 86,217,400 |
| Provision for diminution in the value of long term investment | **53,800,000** | - |
| Provisions / Liabilities written back to the extent no longer required | **(134,740,660)** | (111,343,340) |
| Provision for wealth tax | **-** | 353,029 |
| Loss / (profit) on sale of tangible assets (net) | **(6,578,783)** | 88,456 |
| Profit on sale of radio stations | **(20,701,133)** | - |
| Fixed assets written off | **67,113** | 1,473,320 |
| Interest income | **(119,135,759)** | (78,730,398) |
| Interest and other finance costs | **1,948,932** | 14,776,134 |
| Operating profit before working capital changes | **1,587,326,343** | 1,441,618,722 |
| Changes in working capital: | | |
| Increase / (decrease) in other long-term liabilities | **4,428,741** | (1,598,822) |
| Increase / (decrease) in long-term provisions | **15,456,351** | 3,478,285 |
| Increase / (decrease) in trade payables | **184,873,577** | 174,115,759 |
| Increase / (decrease) in other current liabilities | **76,967,698** | 68,581,403 |
| Increase / (decrease) in short-term provisions | **1,043,969** | (2,539,505) |
| (Increase) / decrease in long-term loans and advances | **721,091** | (2,141,309) |
| (Increase) / decrease in other non current assets | **(208,395,353)** | - |
| (Increase) / decrease in trade receivables | **(207,624,560)** | (299,462,127) |
| (Increase) / decrease in other bank balances | **(442,705,078)** | (267,735,508) |
| (Increase) / decrease in short-term loans and advances | **(41,331,161)** | 55,426,696 |
| (Increase) / decrease in other current assets | **(6,231,983)** | (1,198,917) |
| Cash generated from operations | **964,529,635** | 1,168,544,677 |
| Taxes paid (net of refunds) | **(573,493,056)** | (389,415,067) |
| **Net cash generated from operating activities** | **391,036,579** | 779,129,610 |
| **B. Cash flow from investing activities** | | |
| Purchase of tangible / intangible assets | **(131,249,487)** | (571,311,000) |
| Sale of radio stations [refer note 34] | **40,000,000** | - |
| Sale of tangible assets | **9,821,979** | 4,342,097 |
| Interest received | **88,108,832** | 73,637,989 |
| **Net cash generated from / (used in) investing activities** | **6,681,324** | (493,330,914) |

## CASH FLOW STATEMENT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2016

| | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **C. Cash flow from financing activities** | | |
| Proceeds from share allotment under employee stock option scheme | **415,750** | 11,466,175 |
| Repayments of long-term borrowings | **-** | (172,800,000) |
| Repayment of short-term borrowings | **(67,258,112)** | 67,258,112 |
| Interest and other finance costs | **(1,948,763)** | (15,252,411) |
| Dividend paid | **(89,319,061)** | (59,529,228) |
| Dividend distribution tax | **(17,889,322)** | (10,120,202) |
| **Net cash used in financing activities** | **(175,999,508)** | (178,977,554) |
| **Net increase in cash and cash equivalents** | **221,718,395** | 106,821,142 |
| **Cash and cash equivalents at the beginning of the year** | **656,062,084** | 549,240,942 |
| **Cash and cash equivalents at the end of the year** | **877,780,479** | 656,062,084 |
| **Cash and cash equivalents comprise of:** | | |
| Cash on hand | **737,861** | 1,132,129 |
| Cheques on hand | **-** | - |
| Bank balances | | |
| In current accounts | **149,101,039** | 153,948,275 |
| Term deposits (less than 3 months maturity) | **727,941,579** | 500,981,680 |
| **Total** | **877,780,479** | 656,062,084 |

The accompanying notes are an integral part of these financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. Significant Accounting Policies

### a. Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

### b. Principles of consolidation

Subsidiaries are consolidated from the date on which control is transferred to the group and are not consolidated from the date that control ceases. The financial statements of the Company and its subsidiary have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Intra-group balances and intra-group transactions and resulting unrealized profits have been eliminated.

These financial statements represent consolidated financial statements of the Company and its wholly-owned subsidiary, incorporated in India, as follows:

| Entity | Relationship | Shareholding as at March 31, 2016 | Shareholding as at March 31, 2015 |
|---|---|---|---|
| T.V. Today Network (Business) Limited | Subsidiary | 100% | 100% |

Disclosure mandated by Schedule III by way of additional information:

| Entity | Net assets i.e., total assets minus total liabilities | | Share in profit or loss | |
|---|---|---|---|---|
| | As a % of consolidated net assets | Amount (Rs.) | As a % of consolidated net assets | Amount (Rs.) |
| **Parent:** | | | | |
| T.V. Today Network Limited | 99.96% | 5,315,912,880 | 100.00% | 943,036,371 |
| **Subsidiary:** | | | | |
| **Indian** | | | | |
| T.V. Today Network (Business) Limited | 0.04% | 1,969,132 | 0.00% | 28,578 |

### c. Tangible Assets

Tangible assets are stated at their original cost and include all expenses relating to acquisition and installation.

Losses arising from the retirement of, and gains and losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

### d. Intangible Assets

Acquired intangible assets expected to provide future enduring benefits are stated at their original cost and include all expenses relating to acquisition and installation.

### e. Depreciation / Amortisation

- Depreciation on tangible assets (other than leasehold land, leasehold improvements, continuous process plant and machinery and vehicles) is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.
- Leasehold land is depreciated over the period of the lease.

- Leasehold improvements are depreciated over the lease term or their useful life (based on a technical evaluation), whichever is shorter.
- Continuous process plant and machinery are depreciated over the useful life of 9.67 years, based on a technical evaluation.
- Vehicles are depreciated over the useful life of 5 years on straight-line method, based on a technical evaluation.
- Assets costing less than Rs. 5,000 are depreciated over a period of 12 months.
- Intangible assets are amortised on a straight-line basis over their estimated useful lives, as follows:-
  a. Computer software are depreciated over a period of three years.
  b. Production software are depreciated over a period of three years.
  c. CTI sites BECIL are depreciated over the license period of ten years.
  d. Digital rights of news channels are depreciated over a period of ten years.

**f. Revenue Recognition**

Advertisement and digital business income is recognized for the period for which services have been provided and for which there is certainty of ultimate collection. Subscription income is recognized on the basis of terms of contract with the distributors. Fee from training is recognized over the duration of the course offered by the media institute of the Company.

**g. Interest Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**h. Investments**

Long-term investments are stated at cost of acquisition. Provision is made for diminution, other than temporary, in the carrying value thereof, in valuation of investments. Current investments are stated at lower of cost and fair value.

**i. Employee Benefits**

**(a) Short Term Employee Benefits**

Short term employee benefits are recognised in the period during which the services have been rendered.

**(b) Long Term Employee Benefits**

**i) Defined Contribution Plans**

Company's contributions to Provident Fund, Employees' State Insurance Scheme and Employee Pension Scheme, which are Defined Contribution Plans, are expensed to the Statement of Profit and Loss on accrual basis. The Company has no further obligations under these plans beyond its monthly contributions to the respective government funds.

**(ii) Gratuity (Defined Benefit Plan) and Compensated Absences (Other Long-Term Employee Benefits)**

The Company provides for the liability at year end as per actuarial valuation carried out by an independent actuary as per the Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Statement of Profit and Loss as income or expense.

The Gratuity Plan of the Company provides a lump sum payment to vested employees at retirement or on termination of employment, based on the respective employee's salary and the tenure of employment. Gratuity Fund is recognized by the income tax authorities and is administered and managed by the Life Insurance Corporation of India ("LIC").

**(iii) Termination benefits are recognized as an expense immediately.**

**j. Foreign Currency Transactions**

Foreign exchange transactions during the year are recorded at the exchange rate prevailing on the date of transaction. Gains or losses arising out of fluctuations in exchange rate between transaction date and settlement date are recognized in the Statement of Profit and Loss.

Monetary Assets and Liabilities are translated at the exchange rates prevailing at the year end and the resultant gain / loss is recognized in the Statement of Profit and Loss.

**k. Taxes on Income**

Tax expense for the year, comprising current tax and deferred tax, is included in determining the net profit for the year. Current tax is determined based on liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognized for all timing differences arising between accounting income and taxable income and is

measured at the tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are carried forward to the extent there is reasonable certainty that sufficient future taxable profits will be available against which such deferred tax assets can be realized. Deferred tax assets in respect of unabsorbed depreciation or brought forward losses are recognized to the extent of virtual certainty supported by convincing evidence that sufficient future taxable profits will be available against which such deferred tax assets can be realized.

**l. Leases**

**As a lessee:**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

**As a lessor:**

The Company has leased a tangible asset and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognized as an expense in the Statement of Profit and Loss in the period in which they are incurred.

**m. Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

**n. Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost.

**o. Employee Stock Based Compensation**

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the Employee Stock Option Scheme of the Company, is recognized as deferred stock compensation expense and is amortized over the vesting period in accordance with the accounting treatment prescribed by the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

**p. Provisions and Contingencies**

Provision is recognized when the Company has a present obligation as a result of past event and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for contingent liabilities is made when there is a possible obligation or a present obligation that probably will not require an outflow of resource or where a reliable estimate of obligation cannot be made.

**q. Impairment of Assets**

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value, as determined above.

Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

**r. Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, cheques on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## 2. Share Capital

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Authorised: | | |
| 68,000,000 (Previous Year 68,000,000) equity shares of Rs. 5 each | 340,000,000 | 340,000,000 |
| 300,000 (Previous Year 300,000) preference shares of Rs. 100 each | 30,000,000 | 30,000,000 |
| Issued: | | |
| 59,653,615 (previous year 59,648,615) equity shares of Rs. 5 each | 298,268,075 | 298,243,075 |
| Subscribed and paid-Up: | | |
| 59,653,615 (previous year 59,648,615) equity shares of Rs. 5 each (fully paid-up) | 298,268,075 | 298,243,075 |
| **Total** | 298,268,075 | 298,243,075 |

**(a) Reconciliation of number of shares**

| Equity Shares : | As at March 31, 2016 Number of Shares | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Number of Shares | As at March 31, 2015 Amount (Rs.) |
|---|---|---|---|---|
| Balance as at the beginning of the year | 59,648,615 | 298,243,075 | 59,488,115 | 297,440,575 |
| Add: Shares issued under Employee Stock Option Plan | 5,000 | 25,000 | 160,500 | 802,500 |
| **Balance as at the end of the year** | 59,653,615 | 298,268,075 | 59,648,615 | 298,243,075 |

**(b) Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares having a par value of Rs. 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently.

**(c) Shares held by holding company and ultimate holding company**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Equity shares: | | |
| 33,954,333 (previous year 33,954,333) shares held by Living Media India Limited, India, the holding company | 169,771,665 | 169,771,665 |
| 1,666 (previous year 1,666) shares held by World Media Private Limited, India, the ultimate holding company | 8,330 | 8,330 |

**(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Equity shares: | | |
| Living Media India Limited, India, the holding company | 33,954,333 (56.92%) | 33,954,333 (56.92%) |

**(e) Shares reserved for issue under options**

Refer note 27 for details of shares to be issued under the Employee Stock Option Plan

**(f) Shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding March 31, 2016)**

| | March 31, 2015 | March 31, 2014 | March 31, 2013 | March 31, 2012 | March 31, 2011 |
|---|---|---|---|---|---|
| (i) Equity shares of Rs. 5 each issued to the shareholders of Radio Today Broadcasting Limited pursuant to the composite scheme of arrangement, without payment being received in cash | - | - | - | - | 1,655,999 |
| (ii) Equity shares issued under the Employee Stock Option Plan as consideration for services rendered by employees (refer note 27) | 160,500 | 31,500 | - | - | 9,000 |

**3. Reserves and Surplus**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Employee Stock Options Outstanding** | | |
| Options granted till date | 450,000 | 3,037,500 |
| Less: Options forfeited / adjusted | 25,000 | 382,500 |
| Less: Transfer to securities premium on exercise of stock options during the year | 50,000 | 2,205,000 |
| **Balance as at the end of the year** | 375,000 | 450,000 |
| **General Reserve** | | |
| Balance as at the beginning of the year | 743,029,332 | 743,029,332 |
| Add: Transferred from surplus in Statement of Profit and Loss during the year | 50,000,000 | - |
| **Balance as at the end of the year** | 793,029,332 | 743,029,332 |
| **Securities Premium Account** | | |
| Balance as at the beginning of the year | 538,487,394 | 525,618,719 |
| Add: Transferred from stock options outstanding | 50,000 | 2,205,000 |
| Add: Received on issue of equity shares | 390,750 | 10,663,675 |
| **Balance as at the end of the year** | 538,928,144 | 538,487,394 |
| **Surplus in Statement of Profit and Loss** | | |
| Balance as at the beginning of the year | 2,919,862,465 | 2,222,028,383 |
| Profit for the year | 943,064,949 | 810,345,968 |
| Less: Appropriations | | |
| Dividend on equity shares for previous year | - | 60,000 |
| Dividend distribution tax on dividend for previous year | - | 10,197 |
| Proposed dividend on equity shares for the year | 104,393,826 | 89,472,923 |
| Dividend distribution tax on proposed dividend on equity shares | 21,252,127 | 17,889,322 |
| Transfer to general reserve | 50,000,000 | - |
| Adjustment on account of revision in useful life of fixed assets | - | 5,079,444 |
| **Balance as at the end of the year** | 3,687,281,461 | 2,919,862,465 |
| **Total** | 5,019,613,937 | 4,201,829,191 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 4. Other Long-Term Liabilities

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Security deposits | 10,616,626 | 11,628,681 |
| Lease equalization | 6,026,910 | 6,220,378 |
| **Total** | 16,643,536 | 17,849,059 |

### 5. Long-Term Provisions

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Provision for employee benefits: (Refer note 26) | | |
| Provision for gratuity | 11,888,973 | 5,764,076 |
| Provision for compensated absences | 47,859,345 | 41,132,103 |
| Other provisions: (Refer note 20) | | |
| Provision for litigations / disputes | 64,888,188 | 62,283,976 |
| **Total** | 124,636,506 | 109,180,155 |

| Provisions: | Litigations / Disputes March 31, 2016 Amount (Rs.) | Litigations / Disputes March 31, 2015 Amount (Rs.) |
|---|---|---|
| Balance as at the beginning of the year | 62,283,976 | 59,679,814 |
| Additions | 2,604,212 | 2,604,162 |
| Balance as at the end of the year | 64,888,188 | 62,283,976 |
| Classified as non-current: | 64,888,188 | 62,283,976 |
| **Total** | 64,888,188 | 62,283,976 |

### 6. Short-Term Borrowings

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Secured:** | | |
| Cash credit facility from bank [refer note below] | – | 67,258,112 |
| **Total** | – | 67,258,112 |

Cash credit facility has been secured by way of first charge against the whole of book debts.

### 7. Trade Payables

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Trade payables | | |
| (a) Total outstanding dues of micro enterprises and small enterprises (refer note 41) and | – | – |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 726,107,169 | 622,391,007 |
| **Total** | 726,107,169 | 622,391,007 |

**8. Other Current Liabilities**

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Income received in advance | **4,785,695** | 6,845,118 |
| Unpaid dividends [refer note (a) below] | **1,528,709** | 1,374,847 |
| Advances from customers | **49,724,613** | 111,633,154 |
| Employee benefits payable | **219,263,184** | 158,831,788 |
| Statutory dues (including provident fund and tax deducted at source) | **52,812,439** | 25,671,746 |
| Book overdraft | **32,861,897** | - |
| Others | **37,923,812** | 35,334,624 |
| **Total** | **398,900,349** | 339,691,277 |

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.*

* Section 125 of Companies Act, 2013 which corresponds to Section 205C of Companies Act, 1956 has not yet been fully enforced.

**9. Short-Term Provisions**

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Provision for employee benefits: (refer note 26) | | |
| Provision for compensated absences | **7,552,182** | 6,508,213 |
| Other provisions: | | |
| Provision for wealth tax | **-** | 353,029 |
| Provision for proposed dividend on equity shares | **104,393,826** | 89,472,923 |
| Provision for dividend distribution tax on proposed dividend on equity shares | **21,252,127** | 17,889,322 |
| **Total** | **133,198,135** | 114,223,487 |

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## 10. Tangible Assets

| Particulars | Gross Block | | | | Depreciation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2015 Rs. | Additions Rs. | Disposals Rs. | March 31, 2016 Rs. | April 1, 2015 Rs. | For the year Rs.* | Disposals Rs. | March 31, 2016 Rs. | March 31, 2016 Rs. |
| Leasehold land | 120,359,050 | - | - | 120,359,050 | 16,488,014 | 1,652,258 | - | 18,140,272 | 102,218,778 |
| Building | 900,387,192 | 330,454 | - | 900,717,646 | 48,390,111 | 24,448,032 | - | 72,838,143 | 827,879,503 |
| Leasehold improvements | 98,940,101 | - | 10,465,218 | 88,474,883 | 93,787,897 | 2,375,239 | 9,160,305 | 87,002,831 | 1,472,052 |
| Plant and machinery | 2,153,648,899 | 31,981,461 | 91,371,439 | 2,094,258,921 | 1,408,192,197 | 145,261,674 | 80,116,927 | 1,473,336,944 | 620,921,977 |
| Computers | 192,770,011 | 27,065,687 | 10,000,878 | 209,834,820 | 119,328,724 | 26,583,089 | 9,962,318 | 135,949,495 | 73,885,325 |
| Office equipment | 129,898,401 | 10,831,102 | 3,448,164 | 137,281,339 | 66,024,697 | 27,342,079 | 3,226,943 | 90,139,833 | 47,141,506 |
| Furniture and fixtures | 137,621,171 | 3,621,899 | 2,198,230 | 139,044,840 | 33,425,560 | 14,312,117 | 1,798,946 | 45,938,731 | 93,106,109 |
| Vehicles | 65,520,069 | 21,757,192 | 18,056,996 | 69,220,265 | 37,786,698 | 7,551,843 | 15,335,741 | 30,002,800 | 39,217,465 |
| **Total** | **3,799,144,894** | **95,587,795** | **135,540,925** | **3,759,191,764** | **1,823,423,898** | **249,526,331** | **119,601,180** | **1,953,349,049** | **1,805,842,715** |

| Particulars | Gross Block | | | | Depreciation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2014 Rs. | Additions Rs. | Disposals Rs. | March 31, 2015 Rs. | April 1, 2014 Rs. | For the year Rs.* | Disposals Rs. | March 31, 2015 Rs. | March 31, 2015 Rs. |
| Leasehold land | 120,359,050 | - | - | 120,359,050 | 14,840,271 | 1,647,743 | - | 16,488,014 | 103,871,036 |
| Building | 900,449,104 | - | 61,912 | 900,387,192 | 24,019,443 | 24,376,368 | 5,700 | 48,390,111 | 851,997,081 |
| Leasehold improvements | 98,051,911 | 888,190 | - | 98,940,101 | 92,102,428 | 1,685,469 | - | 93,787,897 | 5,152,204 |
| Plant and machinery | 2,114,266,129 | 65,570,119 | 26,187,349 | 2,153,648,899 | 1,290,228,568 | 136,075,627 | 18,111,998 | 1,408,192,197 | 745,456,702 |
| Computers | 171,175,666 | 31,356,628 | 9,762,283 | 192,770,011 | 98,317,845 | 30,718,940 | 9,708,061 | 119,328,724 | 73,441,287 |
| Office equipment | 132,835,563 | 3,353,320 | 6,290,482 | 129,898,401 | 43,446,090 | 28,648,030 | 6,069,423 | 66,024,697 | 63,873,704 |
| Furniture and fixtures | 153,925,848 | 8,268,338 | 24,573,015 | 137,621,171 | 42,345,912 | 14,670,591 | 23,590,943 | 33,425,560 | 104,195,611 |
| Vehicles | 55,214,397 | 19,327,417 | 9,021,745 | 65,520,069 | 35,095,389 | 9,985,638 | 7,294,329 | 37,786,698 | 27,733,371 |
| **Total** | **3,746,277,668** | **128,764,012** | **75,896,786** | **3,799,144,894** | **1,640,395,946** | **247,808,406** | **64,780,454** | **1,823,423,898** | **1,975,720,996** |

* Includes Rs. 7,694,951 adjusted against opening balance of retained earnings (Rs. 5,079,444) and deferred tax assets (net) (Rs. 2,615,514) as per the transitional provisions as per Note 7(b) of Schedule II of Companies Act, 2013.

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## 11. Intangible Assets

| Particulars | Gross Block | | | | Amortisation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2015 Rs. | Additions Rs. | Disposals Rs. | March 31, 2016 Rs. | April 1, 2015 Rs. | For the year Rs. | Disposals Rs. | March 31, 2016 Rs. | March 31, 2016 Rs. |
| Production software | 126,732,669 | - | - | 126,732,669 | 118,751,025 | 304,242 | - | 119,055,267 | 7,677,402 |
| Computer software | 16,890,511 | 15,705,076 | 120,750 | 32,474,837 | 10,339,802 | 11,913,469 | - | 22,253,271 | 10,221,566 |
| CTI site BECIL | 47,018,578 | - | 25,000,000 | 22,018,578 | 33,776,378 | 5,110,204 | 18,451,309 | 20,435,273 | 1,583,305 |
| Digital rights | 387,500,000 | - | - | 387,500,000 | 38,750,000 | 38,856,164 | | 77,606,164 | 309,893,836 |
| **Total** | **578,141,758** | **15,705,076** | **25,120,750** | **568,726,084** | **201,617,205** | **56,184,079** | **18,451,309** | **239,349,975** | **329,376,109** |

| Particulars | Gross Block | | | | Amortisation | | | | Net Block |
|---|---|---|---|---|---|---|---|---|---|
| | April 1, 2014 Rs. | Additions Rs. | Disposals Rs. | March 31, 2015 Rs. | April 1, 2014 Rs. | For the year Rs. | Disposals Rs. | March 31, 2015 Rs. | March 31, 2015 Rs. |
| Production software | 132,764,020 | 2,227,875 | 8,259,226 | 126,732,669 | 110,299,904 | 12,810,295 | 4,359,174 | 118,751,025 | 7,981,644 |
| Computer software | 11,184,724 | 5,705,787 | - | 16,890,511 | 8,411,360 | 1,928,442 | - | 10,339,802 | 6,550,709 |
| CTI site BECIL | 47,018,578 | - | - | 47,018,578 | 27,157,833 | 6,618,545 | - | 33,776,378 | 13,242,200 |
| Digital rights | - | 387,500,000 | - | 387,500,000 | - | 38,750,000 | - | 38,750,000 | 348,750,000 |
| **Total** | **190,967,322** | **395,433,662** | **8,259,226** | **578,141,758** | **145,869,097** | **60,107,282** | **4,359,174** | **201,617,205** | **376,524,553** |

** Below assets have been disposed off during the year, as part of slump sale of 4 radio stations sold by the Company (refer note 34).

| Particulars | Gross Block | Accumulated Depreciation | Net Block |
|---|---|---|---|
| Leasehold | 10,465,218 | 9,160,305 | 1,304,913 |
| Plant & Machinery | 57,571,912 | 46,509,423 | 11,062,489 |
| Computers | 5,299,343 | 5,286,598 | 12,745 |
| Office Equipment | 379,974 | 362,338 | 17,636 |
| Furniture & Fixture | 711,045 | 358,652 | 352,393 |
| CTI Site BECIL | 25,000,000 | 18,451,309 | 6,548,691 |
| **Grand Total** | **99,427,492** | **80,128,625** | **19,298,867** |

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## 12. Non-Current Investments

| Particulars | | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|---|
| **Trade investments (valued at cost unless stated otherwise)** | | | |
| Unquoted equity instruments | | | |
| Investment in others: | | | |
| 10,510,510 equity shares (previous year 10,510,510) of Rs. 10 each fully paid-up held in Mail Today Newspapers Private Limited | 455,212,482 | | |
| Less: Provision for other than temporary diminution (refer note 42) | (53,800,000) | 401,412,482 | 455,212,482 |
| **Total** | | 401,412,482 | 455,212,482 |
| **Aggregate amount of unquoted investments** | | 455,212,482 | 455,212,482 |
| **Aggregate provision for diminution in value of investments** | | 53,800,000 | – |

## 13. Deferred Tax Assets (Net)

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Deferred tax assets** | | |
| Provision for doubtful debts and advances | 70,404,613 | 88,503,786 |
| Provision for gratuity and compensated absences | 18,645,399 | 13,835,956 |
| Provision for bonus | 6,904,139 | 548,096 |
| Disallowances under section 40(a) of the Income Tax Act, 1961 | 122,352,547 | 106,845,050 |
| Other timing differences (rent equalisation) | 2,365,045 | 1,171,200 |
| **Deferred tax liabilities** | | |
| Depreciation | 71,925,703 | 53,588,747 |
| **Total** | 148,746,040 | 157,315,341 |

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

## 14. Long-Term Loans and Advances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good, unless otherwise stated: | | |
| Capital Advances | | |
| - Considered good | 10,511,234 | 6,129,010 |
| - Considered doubtful | 1,046,249 | 1,046,249 |
| Less: Allowance for doubtful capital advances | 1,046,249 | 1,046,249 |
| Security Deposits | | |
| To related party | 2,999,829 | 2,999,829 |
| To others | | |
| - Considered good | 36,905,368 | 41,681,661 |
| - Considered doubtful | 434,525 | 434,525 |
| Less: Allowance for doubtful security deposits | 434,525 | 434,525 |
| Advances recoverable in cash or kind | 1,280,512 | 1,169,144 |
| Other loans and advances | | |
| - Balances with Government Authorities | 287,286 | 299,422 |
| - Prepaid expenses | 14,556,973 | 10,601,002 |
| **Total** | 66,541,202 | 62,880,068 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 15. Other Non-Current Assets

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Long-term deposits with banks with maturity period more than 12 months | 208,395,353 | - |
| **Total** | 208,395,353 | - |

### 16. Trade Receivables

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | 52,090,981 | 160,691,435 |
| Others | 1,518,092,052 | 1,206,212,703 |
| Unsecured, considered doubtful | | |
| Outstanding for a period exceeding 6 months from the date they are due for payment | 181,586,970 | 180,217,069 |
| Others | - | 59,172,622 |
| Less: Provision for doubtful debts | 181,586,970 | 239,389,691 |
| **Total** | 1,570,183,033 | 1,366,904,138 |

### 17. Cash and Bank Balances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Cash and cash equivalents | | |
| Cash on hand | 737,861 | 1,132,129 |
| Cheques on hand | - | - |
| Bank balances | | |
| In current accounts | 149,101,039 | 153,948,275 |
| Term deposits (less than 3 months maturity) | 727,941,579 | 500,981,680 |
| | 877,780,479 | 656,062,084 |
| Other bank balances | | |
| - Long-term deposits with maturity more than 3 months but less than 12 months* | 732,302,841 | 289,751,625 |
| - Unpaid dividend account | 1,528,709 | 1,374,847 |
| | 733,831,550 | 291,126,472 |
| **Total** | 1,611,612,029 | 947,188,556 |

* Rs. 19,800,000 held as lien by bank against bank guarantees

### 18. Short-Term Loans and Advances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good, unless otherwise stated: | | |
| Security deposits | 7,397,265 | 3,425,579 |
| Other loans and advances | | |
| - Advance income tax [Net of provision of Rs. 2,535,605,295 (previous year Rs. 2,013,936,077)] | 311,331,554 | 259,858,119 |
| - Advance fringe benefits tax [Net of provision of Rs. 49,642,976 (previous year Rs. 49,642,976)] | 1,080,426 | 1,080,426 |
| - Prepaid expenses | 52,871,574 | 29,851,504 |
| - Others | | |
| - Considered good | 103,508,186 | 89,168,781 |
| - Considered doubtful | 12,331,249 | 12,331,249 |
| Less: Allowance for doubtful other loans and advances | 12,331,249 | 12,331,249 |
| **Total** | 476,189,005 | 383,384,409 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 19. Other Current Assets

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Unsecured, considered good (unless otherwise stated) : | | |
| Interest accrued on deposits | 40,007,509 | 8,980,582 |
| Claims Recoverable | | |
| - Considered good | 4,518,266 | 5,747,053 |
| - Considered doubtful | - | 2,950,194 |
| Less: Allowance for doubtful other current assets | - | 2,950,194 |
| Others | 7,460,771 | – |
| **Total** | 51,986,546 | 14,727,635 |

### 20. Contingent Liabilities

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Claims against the Company not acknowledged as debts:** | | |
| Income tax matters:<br>The Company has received demand notices from the Income Tax department, which the Company has contested. In the opinion of the management, no liability is likely to arise on account of such demand notices. | 7,735,630 | 7,071,751 |
| Service tax matters:<br>The Company has received demand notice from the Service Tax department, which the Company has contested. In the opinion of the management, based on its understanding of the case and as advised by its counsel, no liability is likely to arise on account of such demand notice. | 100,129,611 | 93,804,477 |
| Other Matters : | | |
| (1) Claim from Prasar Bharti towards uplinking charges :-<br>Provision made in the books on an estimated basis (refer note 5) is Rs. 64,888,188 (previous year Rs. 62,283,976). In the opinion of the management, based on its understanding of the case and consideration of the opinion received from its counsel, the provision made in the books is considered to be adequate. | 21,593,239 | 20,291,134 |
| (2) Claim from Phonographic Performance Limited (PPL) towards royalty for use of PPL's sound recordings over Company's radio stations:-<br>Liability recorded in the books is Rs. 4,275,494 (previous year Rs. 3,542,604). In the opinion of the management, based on its understanding of the case and as advised by its counsel, the liability recorded in the books is considered to be adequate. | 26,936,626 | 21,586,956 |
| (3) The Company has received legal notices of claims / lawsuits filed against it in respect of programmes aired on its television channels. In the opinion of the management, no liability is likely to arise on account of such claims / lawsuits. | - | - |
| (4) The Company made an application to the Ministry of Information and Broadcasting to grant approval for sale of its three radio stations at New Delhi, Mumbai and Kolkata, which was refused by the Ministry. Subsequently, the Company filed a writ petition before the Honourable High Court at Delhi against such refusal, which is pending before the Honourable Court. The Ministry also demanded a payment of Rs. 713,600,000 towards additional migration fee for migration of its radio stations from Phase II to Phase III policy regime, against which the Company has obtained an interim relief till the disposal of the aforesaid case. The Company is pursuing the case legally and expects a favourable outcome. | 713,600,000 | - |

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Guarantees:** | | |
| Bank guarantees | 25,840,279 | 22,840,279 |

(a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings.

(b) The Company does not expect any reimbursements in respect of the above contingent liabilities.

**21. Capital Commitments**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Estimated value of contracts on capital account remaining to be executed | 18,223,260 | 17,458,640 |
| **Total** | 18,223,260 | 17,458,640 |

**22. Proposed Dividend**

The final dividend proposed for the year is as follows:

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| On equity shares of Rs. 5 each | | |
| Amount of dividend proposed | 104,393,826 | 89,472,923 |
| Dividend per equity share | 1.75 | 1.50 |

**23. Revenue from Operations**

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Sale of Services | | |
| Advertisement income | 5,035,282,418 | 4,353,685,718 |
| Subscription income | 347,309,544 | 378,679,170 |
| Income from digital business | 38,830,300 | 14,666,970 |
| Other Operating Revenue | | |
| Fees from training | 16,324,434 | 14,516,117 |
| SMS income | 233,221 | 165,802 |
| Income from sale of animations | 11,620,825 | 3,902,991 |
| Income from programme support service | 10,516,580 | - |
| **Total** | 5,460,117,322 | 4,765,616,768 |

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## 24. Other Income

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Interest income | | |
| - on bank deposits | 119,135,759 | 60,675,696 |
| - on income tax refunds | - | 18,054,702 |
| Profit on sale of tangible assets (net) | 6,578,783 | - |
| Provisions / liabilities written back to the extent no longer required | 134,740,660 | 111,343,340 |
| Lease rentals | 31,020,484 | 32,063,988 |
| Miscellaneous income | 5,105,912 | 4,939,435 |
| Foreign exchange fluctuation (net) | 394,152 | - |
| Profit on sale of radio stations (refer note 34) | 20,701,133 | - |
| **Total** | 317,676,883 | 227,077,161 |

## 25. Production Cost

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Reporting expenses | 105,076,982 | 115,182,141 |
| Up-linking charges | 22,729,078 | 27,506,243 |
| Assignment charges | 7,324,991 | 18,547,013 |
| Production expenses | 325,669,339 | 265,319,930 |
| Subscription | 15,033,162 | 12,919,119 |
| Transponder lease rentals | 110,850,587 | 103,844,388 |
| Programme procurement | 500,000 | 1,294,438 |
| **Total** | 587,184,139 | 544,613,272 |

## 26. Employee Benefits Expense

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Salaries, wages and bonus | 1,322,636,626 | 1,098,341,166 |
| Contribution to provident and other funds [refer note (I) below] | 49,814,493 | 39,575,735 |
| Gratuity [refer note (II) below] | 14,845,458 | 14,197,389 |
| Employee stock option scheme (refer note 27) | (25,000) | (280,531) |
| Staff welfare expenses | 32,133,500 | 16,297,512 |
| **Total** | 1,419,405,077 | 1,168,131,271 |

| | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| **I Defined Contribution Plans** | | |
| Amount recognized in the Statement of Profit and Loss | | |
| - Employer's contribution to Provident Fund | 31,570,544 | 29,227,673 |
| - Employer's contribution to Employees' Pension Scheme, 1995 | 14,658,628 | 10,260,140 |
| - Employer's contribution to Employees' State Insurance Scheme | 62,655 | 87,922 |
| **Total** | 46,291,827 | 39,575,735 |

**II Defined Benefit Plan (Gratuity) and Other Long-Term Employee Benefit (Compensated Absences)**

**(A) The assumptions used for the purpose of actuarial valuation to determine the defined benefit and other long-term employee benefit obligations are as follows :**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Discount rate (per annum) | **7.50%** | 7.80% |
| Rate of increase in compensation levels (per annum) | **6.50%** | 6.50% |
| Expected rate of return on plan assets (for gratuity - per annum) | **8.43%** | 8.99% |
| Remaining working lives of employees (years) | **21.59** | 22.12 |

The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**(B) Changes in the present value of defined benefit and other long-term employee benefit obligations**

**(i) Gratuity (Funded)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Balance at the beginning of the year | **78,805,452** | 63,490,903 |
| Interest cost | **6,146,825** | 5,777,672 |
| Current service cost | **12,971,340** | 10,850,629 |
| Benefits paid | **(7,415,316)** | (7,383,011) |
| Actuarial (gain) / loss on obligation | **2,159,218** | 6,069,259 |
| Balance at the end of the year | **92,667,519** | 78,805,452 |

**(ii) Compensated Absences (Unfunded)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Balance at the beginning of the year | **47,640,316** | 55,069,773 |
| Interest cost | **3,715,944** | 3,872,898 |
| Current service cost | **9,411,068** | 8,768,078 |
| Curtailment cost * | **-** | (12,510,454) |
| Benefits paid | **(6,858,843)** | (4,100,474) |
| Actuarial (gain) / loss on obligation | **1,503,042** | (3,459,505) |
| Balance at the end of the year | **55,411,527** | 47,640,316 |

* Represents reversal of opening balance of provision for sick leave which is not being carried forward beyond one accounting year as per Company's policy with effect from April 1, 2015.

**(C) Changes in the fair value of plan assets (for gratuity)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Balance at the beginning of the year | **73,041,376** | 65,750,365 |
| Expected return on plan assets | **6,575,928** | 5,753,157 |
| Actuarial gain / (loss) | **(144,003)** | 487,552 |
| Contributions | **8,720,561** | 8,433,313 |
| Benefits paid | **(7,415,316)** | (7,383,011) |
| Balance at the end of the year | **80,778,546** | 73,041,376 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

**(D) Reconciliation of present value of defined benefit and other long-term employee benefit obligation and fair value of plan assets**

**(i) Gratuity (funded)**

| | As At | | | | |
|---|---|---|---|---|---|
| | **March 31, 2016** | **March 31, 2015** | **March 31, 2014** | **March 31, 2013** | **March 31, 2012** |
| Present value of defined benefit obligation | **92,667,519** | 78,805,452 | 63,490,903 | 70,612,749 | 63,987,131 |
| Less: Fair value of plan assets | **80,778,546** | 73,041,376 | 65,750,365 | 74,952,699 | 69,141,754 |
| Net asset / (liability) recognized in balance sheet [under long-term provisions (refer note 5)] | **(11,888,973)** | (5,764,076) | Nil * | 4,339,950 | 5,154,623 |

* An amount of Rs. 2,259,462 was not recognized as an asset as no economic benefit was available in the form of refunds from the plan or reductions in future contributions to the plan.

**(ii) Compensated Absences (unfunded)**

| | As At | | | | |
|---|---|---|---|---|---|
| | **March 31, 2016** | **March 31, 2015** | **March 31, 2014** | **March 31, 2013** | **March 31, 2012** |
| Present value of other long-term employee benefit obligation | **55,411,527** | 47,640,316 | 55,069,774 | 68,452,520 | 67,892,523 |
| Less: Fair value of plan assets | **-** | - | - | - | - |
| Net asset / (liability) recognized in balance sheet | **(55,411,527)** | (47,640,316) | (55,069,774) | (68,452,520) | (67,892,523) |
| **Recognized under :** | | | | | |
| Long-term provisions (refer note 5) | **47,859,345** | 41,132,103 | | | |
| Short-term provisions (refer note 9) | **7,552,182** | 6,508,213 | | | |
| **Total** | **55,411,527** | 47,640,316 | | | |

**(E) Experience adjustments on plan assets and liabilities**

| | Year ended | | | | |
|---|---|---|---|---|---|
| | **March 31, 2016** | **March 31, 2015** | **March 31, 2014** | **March 31, 2013** | **March 31, 2012** |
| Experience adjustments on plan assets - (loss) / gain | | | | | |
| - Gratuity (funded) | **(144,003)** | 487,552 | (976,843) | - | (165,475) |
| Experience adjustments on plan liabilities - (loss) / gain | | | | | |
| - Gratuity (funded) | **(880,855)** | 190,403 | 1,633,489 | (14,801) | (463,223) |
| - Compensated absences (unfunded) | **(4,536,499)** | 2,977,378 | 15,428,660 | (5,606,157) | 8,748,026 |

**(F) Expense recognized in the Statement of Profit and Loss**

**(i) Gratuity (funded)**

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Current service cost | **12,971,340** | 10,850,629 |
| Interest cost | **6,146,825** | 5,777,672 |
| Expected return on plan assets | **(6,575,928)** | (5,753,157) |
| Net actuarial (gain) / loss | **2,303,221** | 5,581,707 |
| **Total expense** | **14,845,458** | 16,456,851* |

* Actual expense in previous year is Rs. 14,197,389, i.e., lower by Rs. 2,259,462 on account of net asset not recognized as no economic benefit was available in the form of refunds from the plan or reduction in future contributions to the plan.

| | | Year ended | |
|---|---|---|---|
| | | **March 31, 2016** | March 31, 2015 |
| **(ii)** | **Compensated Absences (unfunded)** | | |
| | Current service cost | **9,411,068** | 8,768,078 |
| | Interest cost | **3,715,944** | 3,872,898 |
| | Curtailment cost * | **–** | (12,510,454) |
| | Net actuarial (gain) / loss | **1,503,042** | (3,459,505) |
| | **Total expense** | **14,630,054** | (3,328,983) |

* Represents reversal of opening balance of provision for sick leave which is not being carried forward beyond one accounting year as per Company's policy with effect from April 1, 2015.

**(G) Constitution of Plan Assets (for Gratuity)**

| | As at | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Total of plan assets * | **80,778,546** | 73,041,376 |

* The contribution is made to the Life Insurance Corporation of India (LIC) and the detailed information of plan assets has not been provided by the LIC.

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Actual return on plan assets | **6,431,925** | 6,240,709 |

**(H) Expected Contribution to the funds in the next year**

| | Year ended | |
|---|---|---|
| | **March 31, 2016** | March 31, 2015 |
| Gratuity | **12,699,885** | 10,214,024 |
| Compensated absences | **14,453,318** | 9,406,494 |

**27. Employee Stock Option Plan**

The Company instituted the Employee Stock Option Plan (TVTN ESOP 2006) to grant equity - based incentives to its eligible employees. The TVTN ESOP 2006 was approved by the board of directors in their meeting held on 21st August, 2006 and by shareholders in their meeting held on 28th September, 2006, for grant of 2,900,000 options, representing one share for each option upon exercise by the employees of the Company, at an exercise price determined by the Board / Remuneration Committee. The equity shares covered under the scheme shall vest over a period of four years; vesting shall vary based on the meeting of the performance criteria. The Optionee may exercise their vested options at any moment after the earliest applicable vesting date and prior to the completion of ten years from the grant date.

Accordingly, the Company under the intrinsic value method, as permitted by the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India, has recognized the excess of the market price over the exercise price of the option amounting to Rs. (-) 25,000 (previous year Rs. (-) 280,531) as expense during the year. Further, the liability as at March 31, 2016 in respect of Employee Stock Options Outstanding is Rs. 375,000 (previous year Rs. 450,000).

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

**The movement in the options granted to employees during the year ended March, 31 2016 under the TVTN ESOP 2006 is set out below:**

| | First Grant | Second Grant | Third Grant | Fourth Grant | Fifth Grant | Sixth Grant | Seventh Grant |
|---|---|---|---|---|---|---|---|
| **Date of grant** | **1-Dec-06** | **1-Mar-07** | **1-Dec-07** | **24-Jun-08** | **5-Apr-10** | **20-May-10** | **30-Sep-10** |
| Market price on the date of grant of underlying equity shares | Rs. 74.35 | Rs. 134.85 | Rs. 152.75 | Rs. 93.15 | Rs. 113.90 | Rs. 102.85 | Rs. 85.15 |
| Exercise price | | | | | | | |
| - 50% of options | Rs. 74.35 | Rs. 134.85 | Rs. 152.75 | Rs. 93.15 | Rs.113.90 | Rs. 102.85 | Rs. 85.15 |
| - Balance 50% of options * | Rs. 44.35 | Rs. 104.85 | Rs. 122.75 | Rs. 63.15 | Rs. 83.90 | Rs. 72.85 | Rs. 55.15 |
| Vesting Period | 4 years | 4 years | 4 years | 4 years | 4 years | 4 years | 4 years |
| Options outstanding at the beginning of the year (Nos.) | - | 10,000 | - | 12,500 | - | 7,500 | - |
| Options granted during the year (nos.) | - | - | - | - | - | - | - |
| Options forfeited during the year (nos.) | - | - | - | - | - | - | - |
| Options exercised during the year (nos.) | - | - | - | 5,000 | - | - | - |
| Options expired during the year (nos.) | - | - | - | - | - | - | - |
| Options outstanding at the end of the year (nos.) | - | 10,000 | - | 7,500 | - | 7,500 | - |
| Options exercisable at the end of the year (nos.) | - | 10,000 | - | 7,500 | - | 7,500 | - |

* Maximum discount of Rs. 30, which may vary between Rs. 0 to Rs. 30 based on employee's performance

Weighted average exercise price for stock options exercised during the year : Rs. 73.15 per equity share.

**The fair value of options (as determined by an independent valuer) granted under the TVTN ESOP 2006 is estimated on the date of grant using Black-Scholes model with the following assumptions:**

| **Date of Grant** | **1-Dec-06** | **1-Mar-07** | **1-Dec-07** | **24-Jun-08** | **5-Apr-10** | **20-May-10** | **30-Sep-10** |
|---|---|---|---|---|---|---|---|
| Risk free interest rate | 7.35% | 7.87% | 8.07% | 8.83% | 8.09% | 7.94% | 8.10% |
| Expected life of options * | 10 years | 10 years | 10 years | 10 years | 10 years | 10 years | 10 years |
| Expected volatility ** | 48.28% | 55.44% | 51.27% | 58.35% | 54.44% | 52.40% | 43.13% |
| Dividend yield | 1.01% | 0.56% | 0.49% | 0.83% | 0.66% | 0.74% | 0.89% |

* Expected life is taken as the aggregate of the vesting and exercise period.

** Expected volatility is determined on the basis of the "share price-volume data" available at www.nseindia.com

The Company's net profit and earnings per share would have been as under, had the compensation cost for employees' stock options been recognized based on the fair value at the date of grant in accordance with Black-Scholes model.

| **Particulars** | **Year ended** | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Profit after tax (Rs.) | **943,064,949** | 810,345,968 |
| Less: Additional employee compensation cost based on fair value | **25,000** | 284,264 |
| Profit after tax as per Fair Value Method | **943,039,949** | 810,061,704 |
| Earnings per share (EPS) | | |
| Basic | | |
| Number of shares | **59,650,528** | 59,574,539 |
| Basic EPS as reported (Rs.) (refer note 35) | **15.81** | 13.60 |
| Proforma Basic EPS (Rs.) | **15.81** | 13.60 |
| Diluted | | |
| Number of shares | **59,653,941** | 59,578,758 |
| Diluted EPS as reported (Rs.) (refer note 35) | **15.81** | 13.60 |
| Proforma Diluted EPS (Rs.) | **15.81** | 13.60 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 28. Finance Costs

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Interest on long-term borrowings | - | 12,729,627 |
| Interest on short-term borrowings | 40,096 | 89,871 |
| Interest on shortfall of advance tax | 3,077 | - |
| Other borrowing costs | 1,905,759 | 1,956,636 |
| **Total** | 1,948,932 | 14,776,134 |

### 29. Depreciation and Amortization Expense

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Depreciation on tangible assets | 249,526,332 | 240,113,455 |
| Amortisation on intangible assets | 56,184,079 | 60,107,282 |
| **Total** | 305,710,411 | 300,220,737 |

### 30. Other Expenses

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Advertising, distribution and sales promotion | 1,089,025,084 | 929,578,072 |
| Power and fuel | 80,020,618 | 78,972,415 |
| Rent | 47,532,785 | 48,620,015 |
| Repairs to building | 2,081,365 | 1,243,079 |
| Repairs to machinery | 64,610,918 | 46,326,895 |
| Repairs - others | 28,622,617 | 16,618,298 |
| Insurance | 16,739,002 | 16,606,404 |
| Rates and taxes | 11,371,871 | 14,569,412 |
| Travelling expenses | 136,886,939 | 137,940,235 |
| Payment to auditors (excluding service tax) | | |
| As auditor: | | |
| Audit fee | 5,085,875 | 3,540,000 |
| Tax audit fee | 400,000 | 300,000 |
| Other services | 1,800,000 | 1,500,000 |
| Reimbursement of expenses | 542,227 | 536,989 |
| Expenditure towards Corporate Social Responsibility (CSR) activities [refer note below] | 16,542,533 | 9,325,944 |
| Legal and professional fees | 41,294,379 | 41,182,300 |
| Printing and stationery | 4,497,978 | 5,187,284 |
| Communication expenses | 37,381,009 | 32,836,247 |
| Car hire charges | 68,108,238 | 70,139,101 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

| Particulars | | Year ended | |
|---|---|---|---|
| | | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Housekeeping | | 54,889,044 | 52,690,864 |
| Vehicle running and maintenance | | 5,834,704 | 3,255,312 |
| Agency incentive | | 80,675,133 | 74,517,875 |
| Freight and courier | | 2,805,804 | 3,229,564 |
| Guard services | | 22,597,779 | 22,170,854 |
| Newspapers and periodicals | | 10,641,344 | 7,992,295 |
| Business promotion | | 25,538,360 | 13,392,295 |
| Software expenses | | 3,369,603 | 3,367,317 |
| Net loss on foreign currency transaction and translation | | - | 671,502 |
| Net loss on sale of tangible assets | | - | 88,456 |
| Fixed assets written off | | 67,113 | 1,473,320 |
| Provision for doubtful debts and advances | | 33,680,549 | 86,217,400 |
| Bad debts | 57,518,850 | | |
| Less: adjusted with provision for doubtful debts | 53,381,443 | 4,137,407 | 1,260,430 |
| Provision for diminution in the value of long term investment (refer note 42) | | 53,800,000 | - |
| Royalty fee | | 30,065,293 | - |
| Miscellaneous expenses | | 9,599,402 | 10,758,426 |
| **Total** | | 1,990,244,973 | 1,736,108,600 |

Note:- Corporate Social Responsibility Expenditure:

Gross amount required to be spent by the Company during the year - Rs. 16,542,533

Amount spent during the year on:

| S. No | Particulars | In cash (Rs.) | Yet to be paid in cash (Rs.) | Total (Rs.) |
|---|---|---|---|---|
| (i) | Construction / acquisition of any asset | Nil | Nil | Nil |
| (ii) | On purposes other than (i) above | 16,542,533 | Nil | 16,542,533 |

**31. CIF Value of Imports**

| Particulars | Year ended | |
|---|---|---|
| | March 31, 2016 Amount (Rs.) | March 31, 2015 Amount (Rs.) |
| Capital goods | 40,300,905 | 45,536,119 |
| **Total** | 40,300,905 | 45,536,119 |

**32. Expenditure in Foreign Currency**

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Foreign travel | **8,624,352** | 15,759,008 |
| Production cost | **148,058,922** | 129,125,107 |
| Repairs to machinery | **14,882,387** | 15,085,838 |
| Repairs - others | **127,780** | - |
| Other expenses | **11,933,625** | 21,040,105 |
| **Total** | **183,627,066** | 181,010,058 |

**33. Earnings in Foreign Currency**

| Particulars | Year ended | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Advertisement income | **88,358,668** | 65,189,164 |
| Subscription income | **68,939,234** | 59,374,918 |
| Miscellaneous income | **55,716** | - |
| **Total** | **157,353,618** | 124,564,082 |

**34. Discontinuing Operations**

On February 6, 2015, the Board of Directors of the Company approved the sale of Radio FM Business (seven radio stations). The decision was intimated to the stock exchanges on the same date. The disposal plan is consistent with the Company's long-term strategy to focus its activities on Television Broadcasting. The Company signed a non-binding Memorandum of Understanding (MoU) with Entertainment Network (India) Limited on February 13, 2015, in relation to the sale of seven radio stations to Entertainment Network (India) Limited, subject to fulfilment of the contractual obligations and receipt of all necessary regulatory approvals, including permission from the Ministry of Information and Broadcasting, Government of India. The purchase price for the whole of Radio Business, as per the said MoU, is Rs 485,000,000, to be paid on the closing date.

On receipt of approval from the Ministry of Information and Broadcasting on July 20, 2015, the Company sold four of its radio stations at Amritsar, Patiala, Jodhpur and Shimla on September 18, 2015 to Entertainment Network (India) Limited, as a going concern, on a slump sale basis, for a lump sum consideration of Rs. 40,000,000, adjusted for net working capital, as per the business transfer agreement. Such transaction resulted in a profit of Rs. 20,701,133 included in 'Other Income'.

The application to the Ministry to grant approval for sale of its three radio stations at New Delhi, Mumbai and Kolkata, was declined by the Ministry. The Company has filed a writ petition before the Honourable High Court of Delhi against such denial, which is pending before the Honourable Court. The Ministry also demanded a payment of Rs 713,600,000 towards additional migration fee for migration of its radio stations from Phase II to Phase III Policy Regime, against which the Company has obtained an interim relief till the disposal of the aforesaid case and accordingly, the same has been disclosed as a contingent liability (refer note 20). The Company is pursuing the case legally and expects a favourable outcome.

Operating results of the Company's discontinued operations are summarized as follows:

The carrying amounts of the total assets and liabilities to be disposed off as at March 31, 2016 are as follows:

| | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Total assets | **114,699,429** | 178,858,059 |
| Total liabilities | **141,099,669** | 92,809,433 |
| Net Assets | **(26,400,240)** | 86,048,626 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The revenue and expenses in respect of ordinary activities attributable to the discontinuing operations are as follows:

| | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Revenues | **103,705,240** | 163,887,396 |
| Cost and expenses | **238,620,006** | 256,687,132 |
| Operating loss before taxes | **(134,914,766)** | (92,799,736) |
| Tax benefits / (Expense) | **-** | - |
| Operating loss from discontinued operations | **(134,914,766)** | (92,799,736) |
| Gain from disposals, net of tax | **20,701,133** | - |
| (Loss) from discontinued operations, net of tax | **(114,213,633)** | (92,799,736) |

The net cash flows attributable to the Radio Division are as follows:

| | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Operating activities | **(20,543,336)** | (39,426,512) |
| Investment activities | **40,024,928** | (5,049,492) |
| Financing activities | **(20,024,363)** | 43,561,492 |
| Net cash inflows/ (outflows) | **(542,771)** | (914,512) |

**35. Earnings Per Share (EPS)**

| Particulars | | Year ended | |
|---|---|---|---|
| | | **March 31, 2016** | March 31, 2015 |
| **Basic** | | | |
| Profit after tax (Rs.) | A | **943,064,949** | 810,345,968 |
| Weighted average number of shares outstanding | B | **59,650,528** | 59,574,539 |
| Basic EPS (Rs.) | A/B | **15.81** | 13.60 |
| **Diluted** | | | |
| Profit after tax (Rs.) | A | **943,064,949** | 810,345,968 |
| Weighted average number of shares outstanding | B | **59,650,528** | 59,574,539 |
| Add: Weighted average number of potential equity shares on account of employee stock options | C | **3,414** | 4,219 |
| Weighted average number of shares outstanding for diluted EPS | D (B+C) | **59,653,941** | 59,578,758 |
| Diluted EPS (Rs.) | A/D | **15.81** | 13.60 |
| Face value per share (Rs.) | | **5** | 5 |

**Other Disclosures**

**36. Investments**

The following table includes the classification of investments in accordance with AS 13, Accounting for Investments :

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **Long Term Investments** | | |
| 10,510,510 equity shares (previous year 10,510,510) of Rs. 10 each fully paid-up held in Mail Today Newspapers Private Limited (refer note 42) | **401,412,482** | 455,212,482 |
| **Total investments** | **401,412,482** | 455,212,482 |
| **Disclosed Under:** | | |
| Non-current investments (Refer note 12) | **401,412,482** | 455,212,482 |
| **Total** | **401,412,482** | 455,212,482 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. Segment Reporting

The Company is primarily engaged in television broadcasting, which is considered the only reportable business segment as per Accounting Standard 17[AS-17], "Segment Reporting". Therefore, as per the requirements of AS-17 the Company does not have any reportable primary segment and accordingly disclosure requirements of AS-17 in this regard are not applicable, further the company has determined its operations in India as its single reportable geographical segment.

### 38. Related Party Disclosures

**(a) Names of related parties and nature of relationship**

(i) Where control exists:

| | |
|---|---|
| Holding company: | Living Media India Limited (Refer Note - d) |
| Ultimate holding company: | World Media Private Limited (Refer Note - a) [till December 18, 2015] |
| Subsidiary: | T.V. Today Network (Business) Limited (refer note b) |

(ii) Other related parties with whom transactions have taken place during the year:

| | |
|---|---|
| Fellow subsidiaries: | Mail Today Newspapers Private Limited |
| | Today Merchandise Private Limited |
| | Thomson Press (India) Limited [till December 18, 2015] |
| | Integrated Databases India Limited |
| | ITAS Media Private Limited |
| | Radio Today Broadcasting Limited [till December 18, 2015] |
| | Today Retail Network Private Limited |
| Key management personnel (KMP): | Mr. Aroon Purie (Managing Director) |
| | Ms. Koel Purie Rinchet (Whole-time Director till June 26, 2015) |
| | Ms. Kalli Purie Bhandal (Whole-time Director w.e.f. February 8, 2016) |
| Entity over which Key Management Personnel (KMP) exercise significant influence | Care Today Fund |
| | Vasant Valley School |

**(b)**

| Transactions / Balances | Holding Company | | Fellow Subsidiaries | | KMP | | Entity over which KMP exercise significant influence | |
|---|---|---|---|---|---|---|---|---|
| | March 31, 2016 | March 31, 2015 | March 31, 2016 | March 31, 2015 | March 31, 2016 | March 31, 2015 | March 31, 2016 | March 31, 2015 |
| Purchase of advertisement space / material (refer note b) | 57,560,250 | 39,602,500 | 3,503,715 | 16,656,552 | - | - | - | - |
| Advertisement income (refer notes b and c) | 29,539,228 | 106,136,845 | 2,508,994 | 6,058,677 | - | - | - | - |
| Agency commission paid (refer note b) | 5,144,751 | 16,134,788 | - | - | - | - | - | - |
| Income from digital business (refer note b) | 44,460,694 | 16,479,808 | - | - | - | - | - | - |
| Transfer of proportionate share of revenue from composite contracts | - | - | - | 11,950,000 | - | - | - | - |
| Interest free security deposit paid | - | 1,045,500 | - | - | - | - | - | - |
| Management fee paid (refer note b) | 65,130,118 | 20,149,896 | - | - | - | - | - | - |
| Management fee charged to related party (refer note b) | 8,061,175 | - | | | | | | |
| Purchase of India Today diaries (refer note b) | 284,933 | 189,280 | - | - | - | - | - | - |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

| (b) Transactions / Balances | Holding Company | | Fellow Subsidiaries | | KMP | | Entity over which KMP exercise significant influence | |
|---|---|---|---|---|---|---|---|---|
| IPTV income shared with related party (refer note b) | - | 1,129,164 | - | - | - | - | - | - |
| Income from sale of online T.V. Today Media Institute prospectus (refer note b) | 451,205 | 581,747 | - | - | - | - | - | - |
| Purchase of fixed assets (refer note b) | - | 435,395,000 | 10,800 | 23,630 | - | - | - | - |
| Sale of fixed assets | - | - | - | - | - | - | - | - |
| SMS income (refer note b) | 267,038 | 186,296 | - | - | - | - | - | - |
| Expenditure towards Corporate Social Responsibility (CSR) activities and other donations | - | - | - | - | - | - | 16,598,883 | 11,080,344 |
| Rent charged by related parties for use of common facilities / utilities (refer notes b and c) | 20,953,698 | 21,629,806 | 284,145 | 374,435 | - | - | - | - |
| Rent charged to related parties for use of common facilities / utilities (refer note b) | 53,453,943 | 52,408,694 | 7,979,373 | 9,997,452 | - | - | - | - |
| Royalty fee charged (refer note b) | 34,253,493 | - | - | - | - | - | - | - |
| Content fee charged | 5,983,143 | - | - | - | - | - | - | - |
| Miscellaneous inter-company services received from related parties and other charges paid | 1,404,465 | 4,720,477 | 1,460,390 | 2,626,669 | - | - | 35,000 | - |
| Miscellaneous inter-company services rendered to related parties and other charges received | 3,533,141 | 1,479,207 | 109,314 | 205,992 | - | - | - | 1,160 |
| Remuneration / commission paid | - | - | - | - | 88,709,916 | 77,270,828 | - | - |
| Dividend paid | 50,931,500 | 33,954,333 | - | - | 441,258 | 211,374 | - | - |
| **Balance as at year end** | | | | | | | | |
| Trade payables | - | 8,754,125 | 2,911 | 13,440,020 | - | - | - | - |
| Other current liabilities | - | - | - | - | 78,217,490 | 67,339,415 | - | - |
| Trade receivables | 122,382,556 | 153,516,854 | 2,659,756 | 9,240,004 | - | - | - | - |

**Notes:-**

a There were no transactions during the year and previous year except dividend amounting to Rs. 2,499 (previous year Rs. 1,666) paid during the year.

b The figures include sales tax / service tax, as applicable.

c Advertisement income from and rent paid to holding company include Rs. 17,149,164 (previous year Rs. 53,782,631) and Rs. 2,647,643 (previous year Rs. 3,535,617) respectively arising out of a transaction with a third party pursuant to the contract entered into by the holding company with the said third party.

d Refer Note 42 for confirmation received from the holding company towards proposed transfer of its shareholding in Mail Today News Papers Private Limited in favour of the company without any monetary consideration.

**(c) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties**

| Particulars | | Transactions (Rs.) | | Balance Receivable / (Payable) (Rs.) | |
|---|---|---|---|---|---|
| | | **March 31, 2016** | March 31, 2015 | **March 31, 2016** | March 31, 2015 |
| **(i)** | **Purchase of fixed assets** | | | | |
| | Fellow subsidiary: Today Retail Network Private Limited | **10,800** | 23,630 | **16,890** | 10,440 |
| **(ii)** | **Expenditure towards Corporate Social Responsibility (CSR) activities and other donations** | | | | |
| | Entity over which Key Management Personnel (KMP) exercises significant influence: Care Today Fund | **16,598,883** | 11,080,344 | **-** | - |
| **(iii)** | **Rent charged to related parties for use of common facilities / utilities** | | | | |
| | Fellow subsidiary: Mail Today Newspapers Private Limited | **7,979,373** | 9,997,452 | **2,236,384** | (4,726,456) |
| **(iv)** | **Miscellaneous inter-company services received from related parties and other charges paid** | | | | |
| | Fellow subsidiary: Thomson Press (India) Limited | **1,442,172** | 2,537,589 | **-** | (377,170) |
| **(v)** | **Remuneration paid #** | | | | |
| | Aroon Purie | **78,257,090** | 67,084,720 | **(78,217,490)** | (64,229,015) |

(#) As provision for gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the key management personnel cannot be individually identified.

**39. Operating Leases**

**As a lessee:**

The Company has cancellable and non-cancellable lease arrangements mainly for office premises and company leased accommodation for employees. These lease arrangements range for a period between 11 months and 10 years. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses. The operating lease payments recognized in the Statement of Profit and Loss amount to Rs. 47,532,785 (previous year Rs. 48,620,015).

With respect to non-cancellable operating leases, the future minimum lease payments are as follows:-

| Particulars | As at | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Not later than one year | **19,567,096** | 22,323,828 |
| Later than one year and not later than five years | **27,258,260** | 45,800,903 |
| Later than five years | **-** | - |
| **Total** | **46,825,356** | 68,124,731 |

**As a lessor:**

The Company has given a part of Noida office building on cancellable operating lease to two parties. These lease arrangements have been entered for a period of ten years from March 1, 2014. The lease arrangements are renewable for further period on mutually agreeable terms and also include escalation clauses.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

**40. Unhedged Foreign Currency Exposure**

The Company does not have any derivative instruments. The particulars of unhedged foreign currency exposure as at the Balance Sheet date are as follows:

| Particulars | Currency | As at March 31, 2016 | | As at March 31, 2015 | |
|---|---|---|---|---|---|
| | | Amount (FC) | Amount (Rs.) | Amount (FC) | Amount (Rs.) |
| Other current liabilities | GBP | 13,144 | 1,249,816 | - | - |
| Trade payables | USD | 1,412,779 | 93,713,525 | 424,475 | 26,567,890 |
| Trade receivables | GBP | 176,291 | 16,761,702 | 195,810 | 18,102,614 |
| | EURO | 433 | 32,530 | 433 | 29,247 |
| | AED | 3,143 | 56,565 | 6,402 | 108,954 |
| | AUD | 10,541 | 533,567 | 17,488 | 840,663 |
| | CAD | 107,942 | 5,481,176 | 20,953 | 1,036,141 |
| | USD | 374,264 | 24,824,780 | 349,023 | 21,845,338 |

**41. Dues to Micro and Small Enterprises**

Based on information available with the Company, there are no outstanding dues to micro and small enterprises as at March 31, 2016. No interest has been paid / is payable by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.

**42.** The Company, as a strategic decision, considered entering into the print media and, accordingly, acquired in earlier years some stake in Mail Today Newspapers Private Limited ("Mail Today"), a differentiated newspaper published in Delhi market. Based on the valuation of the equity shares of Mail Today, carried out by an independent valuer, the Company acquired the shares through direct subscription and through purchase from existing shareholders at a cost of Rs. 455,212,482. Mail Today is presently incurring losses, but is close to operating break-even. The Company, in view of such losses and considering the current business / industry conditions, has carried out a valuation of shares of Mail Today through an independent valuer and the said valuation shows a decline of Rs. 422,500,000 in the carrying amount of the Company's existing shareholding in Mail Today. Mail Today is of strategic importance to the Company, as it has a network of journalists generating original content, which can be of great value to the Company in future. In view of such strategic value, the Company is in the process of acquiring the remaining stake in Mail Today from the other shareholders, viz., Living Media India Limited, the holding company and AN (Mauritius) Limited, who have confirmed to transfer their existing shares to the Company without any monetary consideration, making Mail Today a wholly-owned subsidiary of the Company. The reduction in the value of the Company's investments after considering such proposed acquisition from the other shareholders without any monetary consideration amounts to Rs. 53,800,000, which has been provided for in these financial statements as decline, other than temporary. The management of Mail Today is making all possible efforts to improve its performance.

**43. Previous Year Figures**

Previous year figures have been reclassified to conform to this year's classification.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

sd/-
**Sougata Mukherjee**
Partner
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

sd/-
**Dr. Puneet Jain**
*Group Chief Law & Compliance Officer, Company Secretary and Vice President - Internal Audit*
Membership No. F7158

Place : New Delhi
Date : May 25, 2016

sd/-
**Sudhir Mehra**
*Director*
DIN: 07424678

sd/-
**Aroon Purie**
*Chairman and Managing Director*
DIN: 00002794

sd/-
**Dinesh Bhatia**
*Chief Financial Officer*
DIN: 01604681

# DIRECTORS' REPORT

## TO THE MEMBERS

Your Directors are pleased to present the Eleventh Annual Report and the Company's audited financial statement for the financial year ended March 31, 2016.

**1. Financial Results**

During the financial year 2015-16, the Company earned an income of Rs. 187100/- (Rupees One Lakh Eighty Seven Thousand One Hundred only) mainly on interest on Bank Deposits (Gross of Tax Deducted at source Rs. 18202) as compared to interest on Bank deposits of Rs.176,347/- (Rupees One Lakh Seventy Six Thousand Three Hundred and Forty Seven Only) earned last year. The Company achieved a profit after tax of Rs.28578/- (Rupees Twenty Eight Thousand Five Hundred and Seventy Eight only).

**2. Dividend**

Since the Company has yet to commence its operations, your directors do not recommend any dividend for the current year.

**3. Transfer to Reserves**

Your directors do not recommend to transfer any amount to reserves for the current year.

**4. Director's Responsibility Statement: -**

In terms of the provisions of Section 134 (5) of the Companies Act, 2013, your Directors state that: -

- in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit of the company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts of the Company on a going concern basis;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**5. Auditors**

The statutory auditors of your Company M/s. Price Waterhouse, Chartered Accountants, hold office up to the conclusion of the Twelfth Annual General meeting of the Company subject to ratification of their appointment by the Members of the Company at every Annual General Meeting (AGM), thus, such appointment has been put for ratification in the forthcoming 11th Annual General Meeting

The Company has received letters from statutory Auditors to the effect that their ratification, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for continuing as a statutory auditor.

**6. Directors**

In accordance with the requirement of Section 152 of the Companies Act, 2013 and the Articles of Association of your Company, Mr. Anil Kumar Mehra, Director of the Company, retires by rotation at the Eleventh Annual General Meeting and being eligible, offers himself for re-appointment.

**7. Personnel**

Since no employee was employed during the current financial year, the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 and any amendment thereof, are not applicable.

**8. Extract of the annual return**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as Annexure-1 to this Report.

**9. Board Meetings**

During the financial year ended March 31, 2016, the Board met 4 (four) times on, May 12, 2015, August 04, 2015, November 13, 2015 and February 08, 2016.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Details of attendance of directors at the Board Meetings during the year 2015-16 are provided below:

| Name | Designation | Number of Board Meetings Attended |
|---|---|---|
| Aroon Purie | Director | 4 |
| Anil Mehra | Director | 2 |
| Rekha Purie | Director | 4 |

**10. Auditor's Report**

There are no qualifications of Auditors on the Accounts of the Company for the financial year ended March 31, 2016 requiring further comment from the Board of Directors.

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

Since the Company has yet to commence its operations, therefore there is no information to be reported for conservation of energy, technology absorption, foreign exchange earnings and outgo.

**12. Risk Management**

The Company is yet to start its operations therefore this is no requirement of identification of risk.

**13. Loans and Investment**

During the year Company, has not made any loan, given any guarantee or provided security in connection with the loan to any other body corporate or person and has not made any investment by way of subscription or purchase, the securities of any other body corporate.

**14. Particulars of Contract or arrangements with related parties.**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangements/transaction with related parties which could be considered material.

Your Directors draw attention of the members to Note 12 to the financial statements which sets out related party disclosures and thus, no disclosure is annexed in form AOC-2 to this Board's Report.

**15. General**

- The Company has not accepted deposits under Chapter V of the Act.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- The Company doesn't have any subsidiary or associate company

**16. Internal Financial Control**

Since the company has not commenced the operations, the Board is under the process of formulating the policies and procedures for ensuring the orderly and efficient conduct of business and prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

**17. Acknowledgement**

Your directors wish to place on record their appreciation for the co-operation and support extended by all the stakeholders of the Company.

| | Sd/- | Sd/- |
|---|---|---|
| | **Aroon Purie** | **Anil Mehra** |
| | DIN- 00002794 | DIN - 00004654 |
| | Director | Director |
| | 6, Palam Marg | B-223B Greater |
| Place: New Delhi | Vasant Vihar, | Kailash Part-I, |
| Dated: May 25, 2016 | New Delhi-110057 | New Delhi-110048 |

## Annexure-1

### FORM NO. MGT.9

### EXTRACT OF ANNUAL RETURN

**as on the financial year ended on 31st March, 2016**

***[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: - U74899DL2005PLC142634
ii) Registration Date: 17/11/2005
iii) Name of the Company: T V Today Network Business Limited
iv) Category / Sub-Category of the Company: Company Limited by shares/Indian Non-Government Company
v) Address of the registered office and contact details: F-26, First Floor, Connaught Circus, New Delhi- 110001, Telephone Number: 0120-4807100, Fax Number: 0120-4325028 Email Id:- puneet.jain@aajtak.com
vi) Whether listed company Yes / No: No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: N.A.

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

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---|---|---|---|
| N.A. | N.A. | N.A. | N.A. |

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

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|---|---|---|---|---|---|
| 1 | T.V. Today Network Limited | L92200DL1999PLC103001 | Holding Company | 100% | Section 2(46) of Companies Act, 2013 |

**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 | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A. Promoters** | | | | | | | | | |
| **(1) Indian** | - | - | - | - | - | - | - | - | - |
| a) Individual/ HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt (s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | 150000 | 150000 | 100 | - | 150000 | 150000 | 100 | NIL |
| e) Banks/FI | - | - | - | - | - | - | - | - | - |
| f) Any Other. | - | - | - | - | - | - | - | - | - |
| **Sub-total (A) (1):-** | - | 150000 | 150000 | 100 | - | 150000 | 150000 | 100 | NIL |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **(2) Foreign** | | | | | | | | | |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b) Other - Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other.... | - | - | - | - | - | - | - | - | - |
| **Sub-total (A) (2):-** | - | - | - | - | - | - | - | - | - |
| **Total shareholding of Promoter (A) = (A)(1)+(A)( 2)** | | 150000 | 150000 | 100 | | 150000 | 150000 | 100 | NIL |
| **B. Public Shareholding** | | | | | | | | | |
| **1. Institutions** | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| **Sub-total (B)(1):-** | | | | | | | | | |
| **2. Non-Institutions** | | | | | | | | | |
| a) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | - | - | - | - | - | - | - | - |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | - | - | - | - | - | - | - | - |
| c) Others (specify) | - | - | - | - | - | - | - | - | - |
| **Sub-total (B)(2):-** | - | - | - | - | - | - | - | - | - |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | - | - | - | - | - | - | - | - | - |
| **C. Shares held by Custodian for GDRs & ADRs** | - | - | - | - | - | - | - | - | - |
| **Grand Total (A+B+C)** | - | 150000 | 150000 | 100 | - | 150000 | 150000 | 100 | - |

### (ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of 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 | % change in share holding during the year |
| 1 | T.V. Today Network Limited | 150000 | 100 | NIL | 150000 | 100 | NIL | NIL |
| | Total | 150000 | 100 | NIL | 150000 | 100 | NIL | NIL |

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

**No change in Promoter's shareholding**

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | | | | |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc): | | | | |
| | At the End of the year | | | | |

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Not applicable

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | For Each of the Top 10 Shareholders | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year (or on the date of separation, if separated during the year) | - | - | - | - |

### (v) Shareholding of Directors and Key Managerial Personnel: Not Applicable

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | For Each of the Directors and KMP | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | | | | |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | At the End of the year | | | | |

## V. INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| Indebtedness at the beginning of the financial year<br>i) Principal Amount<br>ii) Interest due but not paid<br>iii) Interest accrued but not due | -<br>-<br>-<br>- | -<br>-<br>-<br>- | -<br>-<br>-<br>- | -<br>-<br>-<br>- |
| **Total (i+ii+iii)** | - | - | - | - |
| Change in Indebtedness during the financial year<br>• Addition<br>• Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year<br>i) Principal Amount<br>ii) Interest due but not paid<br>iii) Interest accrued but not due | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- |
| **Total (i+ii+iii)** | - | - | - | - |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|---|---|---|---|---|---|---|
| | | …… | …… | …… | …… | |
| 1. | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- |
| 2. | Stock Option | - | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - | - |
| 4. | Commission<br>- as % of profit<br>- others, specify... | NIL | NIL | NIL | NIL | NIL |
| 5. | Others, please specify | NIL | NIL | NIL | NIL | NIL |
| | Total (A) | NIL | NIL | NIL | NIL | NIL |
| | Ceiling as per the Act | | | | | |

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---|---|---|---|---|---|---|
| | | ..... | ..... | ..... | ..... | |
| | 3. Independent Directors | - | - | - | - | - |
| | • Fee for attending board committee meetings<br>• Commission<br>• Others, please specify | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- |
| | Total (1) | - | - | - | - | - |
| | 4. Other Non-Executive Directors | - | - | - | - | - |
| | • Fee for attending board committee meetings<br>• Commission<br>• Others, please specify | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- | -<br>-<br>- |
| | Total (2) | - | - | - | - | - |
| | Total (B) = (1 + 2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | | | | | |

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

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

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

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/ NCLT/COURT] | Appeal made, if any (give Details) |
|---|---|---|---|---|---|
| **A. COMPANY** | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| **B. DIRECTORS** | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| **C. OTHER OFFICERS IN DEFAULT** | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |

# INDEPENDENT AUDITORS' REPORT

**To the Members of T.V. Today Network (Business) Limited**

**Report on the Financial Statements**

1. We have audited the accompanying financial statements of **T.V. Today Network (Business) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

2. 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 financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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, 2016, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    (c) The Balance Sheet, the Statement of Profit and

Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 A.

(g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

i. The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position.

ii. The Company did not have any long-term contracts, including derivative contracts, as at March 31, 2016.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
**Sougata Mukherjee**
Partner
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of T.V. Today Network (Business) Limited on the financial statements for the year ended March 31, 2016

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of T.V. Today Network (Business) Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

6. 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**

7. 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**

8. 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, 2016, 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 Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
**Sougata Mukherjee**
Partner
Membership Number 57084

Place : Gurgaon
Date : May 25, 2016

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of T.V. Today Network (Business) Limited on the financial statements as of and for the year ended March 31, 2016

i. The Company did not hold any fixed assets during the year ended March 31, 2016. Therefore, the provisions of Clause 3(i) of the Order are not applicable to the Company.

ii. The Company does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the Order are not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the Order are not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, and duty of excise or value added tax, which have not been deposited on account of any dispute.

viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company has not paid / provided for managerial remuneration. Therefore, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
**Sougata Mukherjee**
Partner
Membership Number 57084

Place : Gurgaon
Date : May 25, 2016

## BALANCE SHEET AS AT MARCH 31, 2016

| | Note | As at | |
|---|---|---|---|
| | | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **Equity and Liabilities** | | | |
| **Shareholders' Funds** | | | |
| Share capital | 2 | **1,500,000** | 1,500,000 |
| Reserves and surplus | 3 | **469,132** | 440,554 |
| **Sub - total** | | **1,969,132** | 1,940,554 |
| **Current Liabilities** | | | |
| Trade payables | 4 | **245,000** | 170,858 |
| Short-term provisions | 5 | **19,319** | 16,754 |
| **Sub - total** | | **264,319** | 187,612 |
| **Total** | | **2,233,451** | 2,128,166 |
| **Assets** | | | |
| **Current Assets** | | | |
| Cash and bank balances | 6 | **2,194,739** | 2,087,302 |
| Other current assets | 7 | **38,712** | 40,864 |
| **Sub - total** | | **2,233,451** | 2,128,166 |
| **Total** | | **2,233,451** | 2,128,166 |

The accompanying notes are an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

**Sd/-**
**Sougata Mukherjee**
*Partner*
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

**Sd/-**
**Anil Mehra**
Director
DIN: 00004654

**Sd/-**
**Aroon Purie**
Director
DIN: 00002794

Place : New Delhi
Date : May 25, 2016

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

| | Note | Year ended | |
|---|---|---|---|
| | | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Other income | 8 | **187,100** | 176,347 |
| **Total revenue** | | **187,100** | 176,347 |
| Expenses: | | | |
| Finance costs | 9 | **3,077** | 2,623 |
| Other expenses | 10 | **97,631** | 100,817 |
| **Total expenses** | | **100,708** | 103,440 |
| **Profit before Tax** | | **86,392** | 72,907 |
| Tax Expense | | | |
| Current tax | | **57,814** | 54,491 |
| **Profit for the year** | | **28,578** | 18,416 |
| Earnings per equity share: [Nominal value per share: Rs. 10 (Previous Year Rs. 10)] | 11 | | |
| Basic | | **0.19** | 0.12 |
| Diluted | | **0.19** | 0.12 |

The accompanying notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

**Sd/-**
**Sougata Mukherjee**
*Partner*
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

**Sd/-**
**Anil Mehra**
Director
DIN: 00004654

**Sd/-**
**Aroon Purie**
Director
DIN: 00002794

Place : New Delhi
Date : May 25, 2016

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

| | | Year ended | |
|---|---|---|---|
| | | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **A.** | **Cash flow from operating activities** | | |
| | Profit before taxation | **86,392** | 72,907 |
| | Adjustments for: | | |
| | Interest income | **(187,100)** | (176,347) |
| | Interest and other finance costs | **3,077** | 2,623 |
| | Operating profit before working capital changes | **(97,631)** | (100,817) |
| | **Changes in working capital:** | | |
| | Increase / (Decrease) in trade payables | **74,143** | (338,438) |
| | (Increase) / Decrease in other bank balances | **(171,050)** | 220,379 |
| | Cash generated from operations | **(194,538)** | (218,876) |
| | Taxes paid (net of refunds) | **(55,419)** | (61,360) |
| | **Net cash used in operating activities** | **(249,957)** | (280,236) |
| **B.** | **Cash flow from investing activities** | | |
| | Interest received | **189,252** | 324,204 |
| | **Net cash generated from investing activities** | **189,252** | 324,204 |
| **C.** | **Cash flow from financing activities** | | |
| | Interest expenditure | **(2,908)** | (3,108) |
| | **Net cash used in financing activities** | **(2,908)** | (3,108) |
| | **Net increase / (decrease) in cash and cash equivalents** | **(63,613)** | 40,860 |
| | **Cash and cash equivalents at the beginning of the year** | **72,675** | 31,815 |
| | **Cash and cash equivalents at the end of the year** | **9,062** | 72,675 |
| | **Cash and cash equivalents comprise of:** | | |
| | Cash on hand | **1,385** | 1,425 |
| | Bank balances | | |
| | In current account | **7,677** | 71,250 |
| | **Total** | **9,062** | 72,675 |

The accompanying notes are an integral part of these financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

**Sd/-**
**Sougata Mukherjee**
*Partner*
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

**Sd/-**
**Anil Mehra**
Director
DIN: 00004654

**Sd/-**
**Aroon Purie**
Director
DIN: 00002794

Place : New Delhi
Date : May 25, 2016

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**1. Summary of significant accounting policies**

**a. Basis of preparation**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule III to the Companies Act, 2013. The Company does not have any operations and, therefore, no operating cycle exists.

**b. Interest Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**c. Taxes on Income**

Tax expense for the year, comprising current tax and deferred tax, is included in determining the net profit for the year. Current tax is determined based on liability computed in accordance with relevant tax rates and tax laws.

Deferred tax is recognized for all timing differences arising between accounting income and taxable income and is measured at the tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are carried forward to the extent there is reasonable certainty that sufficient future taxable profits will be available against which such deferred tax assets can be realized. Deferred tax assets in respect of unabsorbed depreciation or brought forward losses are recognized to the extent of virtual certainty supported by convincing evidence that sufficient future taxable profits will be available against which such deferred tax assets can be realized.

**d. Provisions and Contingent Liabilities**

Provision is recognized when the Company has a present obligation as a result of past event and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for contingent liabilities is made when there is a possible obligation or a present obligation that probably will not require an outflow of resource or where a reliable estimate of obligation cannot be made.

**e. Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

**f. Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, cheques in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 2. Share Capital

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Authorised:** | | |
| 150,000 (previous year 150,000) equity shares of Rs. 10 each | 1,500,000 | 1,500,000 |
| **Issued:** | | |
| 150,000 (previous year 150,000) equity shares of Rs. 10 each | 1,500,000 | 1,500,000 |
| **Subscribed and Paid-Up:** | | |
| 150,000 (previous year 150,000) equity shares of Rs. 10 each fully paid-up | 1,500,000 | 1,500,000 |
| **Total** | 1,500,000 | 1,500,000 |

**(a) Reconciliation of number of shares**

| Equity Shares : | As at March 31, 2016 | | As at March 31, 2015 | |
|---|---|---|---|---|
| | Number of Shares | Amount (Rs.) | Number of Shares | Amount (Rs.) |
| Balance as at the beginning of the year | 150,000 | 1,500,000 | 150,000 | 1,500,000 |
| **Balance as at the end of the year** | 150,000 | 1,500,000 | 150,000 | 1,500,000 |

**(b) Rights, preferences and restrictions attached to shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently.

**(c) Shares held by holding company**

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| 150,000 (previous year 150,000) shares held by T.V. Today Network Limited, the holding company | 1,500,000 | 1,500,000 |

**(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|---|---|---|
| T.V. Today Network Limited, the holding company | 150,000 (100%) | 150,000 (100%) |

### 3. Reserves and Surplus

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Surplus in statement of profit and loss** | | |
| Balance as at the beginning of the year | 440,554 | 422,138 |
| Profit for the year | 28,578 | 18,416 |
| **Balance as at the end of the year** | 469,132 | 440,554 |

### 4. Trade Payables

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Trade payables (refer note 13) | 245,000 | 170,858 |
| **Total** | 245,000 | 170,858 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 5. Short-term provisions

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Provision for Current Tax [Net of Advance Tax of Rs. 448,448 (previous year Rs. 329,047)] | 19,319 | 16,754 |
| **Total** | 19,319 | 16,754 |

### 6. Cash and Bank Balances

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| Cash and cash equivalents | | |
| Cash on hand | 1,385 | 1,425 |
| Bank balances | | |
| In current account | 7,677 | 71,250 |
| | 9,062 | 72,675 |
| Other bank balances | | |
| Long term deposits with maturity more than 3 months but less than 12 months | 2,185,677 | 2,014,627 |
| **Total** | 2,194,739 | 2,087,302 |

### 7. Other current Assets

| Particulars | As at March 31, 2016 Amount (Rs.) | As at March 31, 2015 Amount (Rs.) |
|---|---|---|
| **Unsecured, considered good:** | | |
| Interest accrued on deposits | 38,712 | 40,864 |
| **Total** | 38,712 | 40,864 |

### 8. Other Income

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Interest income | 187,100 | 176,347 |
| **Total** | 187,100 | 176,347 |

### 9. Finance Costs

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Interest on shortfall of advance tax | 2,792 | 2,623 |
| Bank charges | 285 | – |
| **Total** | 3,077 | 2,623 |

### 10. Other Expenses

| Particulars | Year ended March 31, 2016 Amount (Rs.) | Year ended March 31, 2015 Amount (Rs.) |
|---|---|---|
| Legal and professional fees | 6,540 | 51,940 |
| Payment to auditors (excluding service tax) | | |
| **As auditor:** | | |
| Audit fee | 85,875 | 44,944 |
| Reimbursement of expenses | 5,216 | 3,933 |
| **Total** | 97,631 | 100,817 |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**11. Earnings Per Share**

| Particulars | | Year ended | |
|---|---|---|---|
| | | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| **Basic and diluted** | | | |
| Profit after tax | A | **28,578** | 18,416 |
| Weighted average number of shares outstanding | B | **150,000** | 150,000 |
| Basic and diluted EPS | A/B | **0.19** | 0.12 |
| Face value per share (Rs.) | | **10** | 10 |

The company does not have any outstanding dilutive potential equity shares.

**Other Disclosures**

**12. Related Party Disclosures**

(a) **Names of related parties and nature of relationship:**

Where control exists:

| | |
|---|---|
| Holding company: | T.V. Today Network Limited |
| Intermediate holding company: | Living Media India Limited (refer note below) |
| Ultimate holding company: | World Media Private Limited (refer note below) |

(b) **Transactions / Balances**

| | Holding Company | |
|---|---|---|
| | **March 31, 2016 Amount (Rs.)** | March 31, 2015 Amount (Rs.) |
| Income tax paid on behalf of Company | **39,839** | 47,192 |
| TDS deposited on behalf of Company | **4,400** | 4,888 |
| Reimbursement of expenses incurred on behalf of Company | **45,760** | 51,900 |
| **Balance as at year end** | | |
| Trade payables | **89,999** | 56,788 |

Note:- There were no transactions during the year and previous year.

**13. Dues to Micro and Small Enterprises**

Based on information available with the Company, there are no outstanding dues to micro and small enterprises as at March 31, 2016. No interest is paid / payable by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.

**14.** No deferred tax asset has been recognized on the brought forward tax losses of the Company as there is no virtual certainty supported by convincing evidence, that sufficient future taxable profits will be available against which such deferred tax assets can be realized.

**15. Previous year figures**

Previous year figures have been reclassified to conform to this year's classification.

For Price Waterhouse
Firm Registration No. 301112E
Chartered Accountants

**Sd/-**
**Sougata Mukherjee**
*Partner*
Membership No. 57084

Place : Gurgaon
Date : May 25, 2016

For and on behalf of the Board

**Sd/-**
**Anil Mehra**
Director
DIN: 00004654

**Sd/-**
**Aroon Purie**
Director
DIN: 00002794

Place : New Delhi
Date : May 25, 2016

# NOTES

# NOTES

# NOTICE

## T. V. Today Network Limited

**Registered Office:** F-26, First Floor, Connaught Circus, New Delhi-110001, CIN No. L92200DL1999PLC103001, Website: www.aajtak.intoday.in, Email:puneet.jain@aajtak.com, Telephone Number: 0120-4807100, Fax Number: 0120-4325028

Notice is hereby given that the Seventeenth Annual General Meeting ('AGM') of the members of T.V. Today Network Limited will be held on Wednesday, the 31st day of August, 2016 at 03.00 p.m. at the Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010 to transact the following businesses:

**ORDINARY BUSINESS**

**Item No. 1 Adoption of Accounts**

To consider and adopt:

(a) the audited financial Statement of the Company for the financial year ended March 31, 2016, 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, 2016.

**Item No. 2 Declaration of Dividend**

To declare dividend on the equity shares of the Company for the financial year ended March 31, 2016.

**Item No. 3 Appointment of Director retiring by rotation**

To appoint a Director in place of Mrs. Koel Purie Rinchet (DIN: 02832071) who retires by rotation and being eligible, has offered herself for re-appointment.

**Item No. 4 Appointment of Statutory Auditors**

To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary resolution** thereof:

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendations of the audit committee and pursuant to the resolution passed by the members at the AGM held on August 20, 2015, the appointment of M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as the Statutory Auditors of the Company to hold office till the conclusion of the Eighteenth Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the audit committee in consultation with the auditors."

**SPECIAL BUSINESS**

**Item No. 5: Remuneration payable to the Cost Auditor**

To ratify remuneration of the Cost Auditors for the F.Y 2016-2017 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolutio**n:

"**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and Companies (Cost records and Audit) Rules, 2014 and amendment thereof, the Company hereby ratifies the remuneration of Rs. 1,20,000 (exclusive service tax & Out of pocket expenses) payable to M/s SKG & Co., Cost Accountants (ICMAI Firm Registration No. 000418) appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of Cost accounting records maintained by the Company for the financial year 2016-17.

**RESOLVED FURTHER THAT** Dr. Puneet Jain, Group Chief Law & Compliance officer & Company Secretary & Vice-President (Internal Audit) be and is hereby authorized to do all such act(s), deed(s) and thing(s) as it may, deem necessary and/or expedient for implementing and giving effect to the aforesaid resolution."

**Item No. 6: Appointment of Mrs. Kalli Purie Bhandal as the Whole Time Director of the Company**

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

"**RESOLVED THAT** pursuant to Section 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act and Articles of Association of the Company, the consent of the shareholders, be and is hereby accorded for the appointment of Mrs. Kalli Purie Bhandal (DIN: 00105318), as Whole-Time Director of the Company for a period of five years w.e.f. 08th February, 2016 upto 07th February, 2021 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination and Remuneration Committee and mentioned below:

**a. Period of Appointment**

February 08th, 2016 to February 07th, 2021.

**b. Period of Remuneration**

08th February, 2016 to 31st March, 2017

| PARTICULARS | Amount (In Rs. Per month) |
|---|---|
| **FIXED SALARY** | |
| Basic Pay | 1,000,000 |
| Special Allowance | 556,084 |
| House Rent Allowance/H.R.A | 400,000 |
| Employer share of Provident Fund | 120,000 |
| **TOTAL-I** | **2,076,084** |
| **ANNUAL BENEFITS** | |
| Leave Travel Assistance/Allowance | 6,000 |
| Medical Reimbursements | 1,250 |
| TOTAL-II | 7,250 |
| Cost of the Company per month(I+II) | 2,083,334 |
| Cost of the Company per annum | 25,000,008 |
| Ex-Gratia (per annum) | 7,500,000 |
| Total fixed cost to the Company per annum(III) | 32,500,008 |

**c) Perquisites:**

Mrs. Kalli Purie Bhandal, being a whole time director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

1. Medi-claim insurance scheme: Mrs. Kalli Purie Bhandal is entitled to get Medi-claim Insurance Scheme and Group Accidental Insurance scheme as per rules of the Company.
2. Company maintained car and reimbursement of driver's salary: Entitled to use of a company maintained car with reimbursement of driver's salary, as per the rule of the company, in connection with business of the Company.
3. Telephone/mobile/internet: The Company will provide a telephone, internet connection at her residence which cost shall not be included as perquisites to the employee. The company shall also provide a mobile/Blackberry in connection of business of the company.
4. Leave: Entitled for leave as per the rules of the Company and accumulation of leave will also be as per the rules of the Company.
5. Provident fund, super annuation and gratuity: Entitled to Provident Fund, Super Annuation and Gratuity as per rules of the Company. The employer share of Provident Fund per month will be Rs. 120,000/- as mentioned above in salary break-up.
6. Bonus / Performance Incentive: Entitled to Annual Bonus/Performance Incentive in line with the company policy as applicable to senior employees of the company subject to the approval of Nomination and Remuneration Committee and the Board.
7. Leave Travel Assistance: Entitled to Leave Travel Assistance for yourself and dependant family members once in a year, maximum of Rs. 72,000/- per annum subject to production of original bill/vouchers.

**d) Other terms and conditions:**

1. Entitled to get reimbursements of entertainment, travelling and other expenses incurred in connection of business of the company, as per rules of the Company.
2. The management shall be entitled to inter change the remuneration from one head to another as it may consider appropriate within the overall limits.
3. The Company will not pay any fee for attending the meetings of the board of Directors or any committee thereof, so long as you being whole time director of the company.
4. The perquisites shall be evaluated as per Income Tax Rules, 1962. In the absence of any such rules, perquisite shall be evaluated at actuals.
5. The aforesaid remuneration may be reviewed as and when salary revision for other senior executive is considered by the management for the year commencing 1st April 2017 and each year thereof, subject to the approval of the Board of Directors.
6. The Board of Directors of the Company may from time to time nominate her on the various committees constituted by it. You are expected to perform your duties on the committee with necessary diligence and prudence.

**RESOLVED FURTHER THAT** Mrs. Kalli Purie Bhandal shall be liable to retire by rotation but if re-appointed, the same shall not be treated as break in the service.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the aforesaid terms and conditions of the said appointment including the remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mrs. Kalli Purie Bhandal, the Company has no profits or its profits are inadequate, the above remuneration shall be the minimum remuneration and in case the Company pays in excess of the said limits as specified in the Schedule V during the stated period, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).

**RESOLVED FURTHER THAT** Dr. Puneet Jain Group Chief Law & Compliance officer& Company Secretary & Vice President- (Internal Audit) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writing that may be required, on behalf of the Company and to do all acts, deeds and things as it may, in its discretion deem necessary and/ or expedient for implementing and giving effect to this resolution."

**Item No. 7: Appointment of Mr. Sudhir Mehra as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 and other applicable provisions of the Companies Act, 2013("Act"), its schedule IV (as amended or re-enacted from time to time) read with Companies (Appointment and Qualifications of Directors) Rules 2014 & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sudhir Mehra (DIN: 07424678) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f 02nd February 2016, to hold office for 5 (five) consecutive years upto 01st February, 2021 and shall not be liable to retire by rotation."

**Item No. 8: Appointment of Mr. Rajeev Gupta as an Independent Director of the company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 and other applicable provisions of the Companies Act, 2013("Act"), its schedule IV (as amended or re-enacted from time to time) read with Companies (Appointment and

Qualifications of Directors) Rules 2014 & Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Gupta (DIN 00241501) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f 05th March, 2016 to hold office for 5 (five) consecutive years upto March 04, 2021and shall not be liable to retire by rotation."

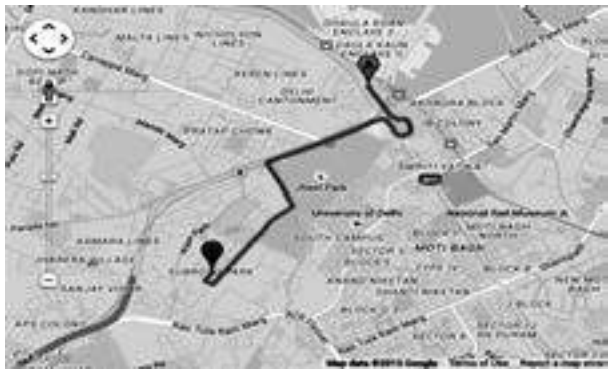
**By order of Board**
**For T.V. Today Network Limited**

**Sd/-**

**Place: New Delhi** **Dr. Puneet Jain**
**Date: 25.05.2016** ***Group Chief Law & Compliance Officer & Company Secretary & Vice President - (Internal Audit)***
***Membership Number: F7158***
***Address: H No. 343/14, Faridabad, 121007, Haryana***

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PERSONS AS HIS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.**
2. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of any body corporate which is a shareholder of the Company, unless a certified copy of the resolution appointing him/her as duly authorized representative has been deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. 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.
5. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the meeting, is annexed hereto.
6. The Register of Members and the Share Transfer books of the Company will remain closed from, 25th August, 2016 to 31st August, 2016 (both days inclusive) for annual closing and determining the entitlement of the shareholders for dividend on equity shares, if declared at the meeting.
7. The dividend on equity shares, if declared at the meeting, will be paid to those members of the Company whose name appear on the Register of Members and as per beneficial owners position received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of 24th August, 2016.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, MCS Share Transfer Agent Limited ("MCS") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
9. Route Map of the AGM Venue i.e . Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010



10. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department of the Company or the Company's Registrar and Share Transfer Agent ("MCS".) for revalidation and encash them before the due dates.
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 20, 2015 (date of last Annual General Meeting) on the website of the Company (www.

aajtak.intoday.in), as also on the website of the Ministry of Corporate Affairs.

12. All documents referred to in the accompanying Notice and the Statement, shall be open for inspection at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.
13. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 and register of contracts or arrangements in which the directors are interested, to be maintained under section 189 of the Companies Act, 2013 during the course of the meeting at the venue.
14. Members may please note that no gift/gift coupons shall be distributed at the venue of the Annual General Meeting.
15. Copy of the Annual Report 2015-16 is being sent by electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report, 2015-16 are being sent by the permitted mode.
16. The Certificates received from the Auditors of the Company that Employee Stock Option Schemes i.e. TVTN ESOP 2006 have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting..
17. The equity shares of the Company is listed at:
    1. National Stock Exchange of India Limited
       Exchange Plaza,
       Plot no. C/1, G Block,
       Bandra-Kurla Complex
       Bandra (E)
       Mumbai - 400 051.
    2. BSE Limited
       Phiroze Jeejeebhoy Towers,
       Dalal Street,
       Mumbai – 400001.

    The listing fees have been paid in time.
18. Members are requested to:
    a. Intimate immediately those holding shares in electronic form any change in their address or bank mandates to their Depository Participants 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 immediately to the Company/MCS, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020.
    b. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/MCS.
    c. 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 Depository Participant and holdings should be verified.
    d. Send their queries, if any, at least 15 days in advance of the meeting at the Company's registered office at F-26, First Floor, Connaught Circus, New Delhi –110001 or Corporate Office at India Today Mediaplex, FC-8, Sector 16A, Film City, Noida-201301, Uttar Pradesh so that the information can be made available at the meeting.
    e. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
    f. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination Form SH-13 and SH-14, respectively,the same forms can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company.
    g. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
    h. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
       a) The change in the residential status on return to India for permanent settlement.
       b) The particulars of the Non-resident rupee (NRE) Account with a Bank in India, if not furnished earlier.

i. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving Annual Reports and other Communication from the Company electronically.

19. As per the requirements of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 on Corporate Governance and Secretarial Standard -2 requisite details in respect of appointment/re-appointment of the Directors are given in the Statement.

A statement containing details of Mrs. Koel Purie Rinchet, Non-Executive Director of the Company, liable to retire by rotation and being eligible for re-appointment at the Annual General Meeting is given below:

| | |
|---|---|
| Name | Mrs. Koel Purie Rinchet |
| Date of Birth | 25/11/1974 |
| Age | 41 |
| Qualifications | Graduated in the field of Acting from Royal Academy of Dramatic Arts (RADA) and Graduated in Politics, Philosophy and Economics (PPE) from University of York. |
| Experience | 19 years |
| Details of remuneration sought to be paid | Sitting fees for the Board or Committee meetings attended of the Company |
| Remuneration last drawn | Rs. 5,651,487 upto 27th June, 2015 and thereafter she was paid sitting fees amounting to Rs. 40000. |
| Nationality | Indian |
| Expertise in specific functional area | Expert in Media and Journalism. |
| Date of first appointment on the Board of the Company | 26/10/2009 |
| Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee | Thomson Press India Limited. No position in committee of any other Company. |
| Membership/ Chairmanship of Committees in the Companies | Hold membership in following committees of T.V. Today Network Limited<br>Stakeholder Relationship Committee.<br>Corporate Social Responsibility Committee |
| Shareholding in the Company | NIL |
| No. of Board meetings attended during the year | 4 |
| Relationship with other directors, Manager, key managerial personnel of the Company | Mrs. Koel Purie Rinchet is the daughter of Mr. Aroon Purie and sister of Mrs. Kalli Purie Bhandal. |

20. **Information and other instructions relating to e-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide the e-voting facility to their members to exercise their right to vote on the resolutions proposed to be passed in the 17th Annual General Meeting (AGM) by electronic means through remote e-voting.

The members may cast their votes using remote e-voting from a place other than the venue of the Annual General Meeting. The facility for voting through ballot paper system shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the AGM through Ballot paper system.

The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again. In case a member cast his or her vote both through the remote e-voting, and ballot paper at the AGM, then the vote cast by way of remote e-voting will only be considered.

The Board of Directors of the Company has appointed Mr. Nitesh Latwal, Company Secretary (COP No.16276), M/s PI & Associates, New Delhi as Scrutinizer to Scrutinize the remote e-voting process and Ballot papers process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th August, 2016.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 24th August 2016 shall be entitled to avail the facility of remote e-voting/Ballot Paper. A person who is not a member as on the cut off date should treat this Notice for information purposes only.

The items of business as detailed in this Notice as may be transacted through remote e-voting services provided by Central Depository Services Limited (CDSL).

**The instructions for e-voting services are as under:**

(i) The voting period begins at 10.00 am on 27th August, 2016 and ends on 30th August , 2016 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| | **For Members holding shares in Demat Form and Physical Form** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. |
| | • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based

mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or can contact the following person

Name: Mr. Rakesh Dalvi
Designation: Deputy Manager
Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.
Email id: helpdesk.evoting@cdslindia.com
Phone number: 18002005533

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 24th August 2016 may follow the same instructions for e-Voting.

21. The Scrutinizer shall, immediately after the conclusion of voting at the Annual general meeting, count the votes cast at the Annual General meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman or any other person authorized by the chairman, shall declare the result of the voting forthwith.

22. The results along with Scrutinizer's Report, will be placed on the Company's website www.aajtak.intoday.in and the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to the Stock Exchanges where the shares of the Company are listed.

**By order of Board**
**For T.V. Today Network Limited**

**Place: New Delhi**
**Date: 25.05.2016**

**Dr. Puneet Jain**
***Group Chief Law & Compliance officer & Company Secretary & Vice President (Internal Audit)***
***Membership Number: F7158***
***Address: H No. 343/14, Faridabad, 121007, Haryana.***

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 5**

The Board of Directors ('the Board") appointed M/s. SKG & Co., Cost Accountants as Cost Auditor of the Company in their meeting held on May 25, 2016 after discussing the necessity and scope of the same for the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder,the remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution of this item for ratification of the remuneration of Rs. 1,20,000 (excluding service tax & out of their pocket expenses) payable to the Cost Auditor for F.Y. 2016-17.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

Copy of the letter for appointment of M/s. SKG & Co., Cost Accountants would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.

The Board of the Company recommend passing of the aforesaid item by way of Ordinary Resolution by the shareholders of the Company.

**ITEM NO. 6**

Mrs. Kalli Purie Bhandal was appointed as an additional director and Whole Time Director by the Board of Directors of the Company in its meeting held on February 08, 2016 for a period of 5 years i.e. February 08th, 2016 to February 07th, 2021 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the

Nomination and Remuneration Committee which was subject to the approval of the shareholders.

Mrs. Bhandal is BA Honors degree in Politics, Philosophy and Economics from Oxford University. Mrs. Bhandal holds certificate in Internet Publishing from University of British Columbia. Mrs. Bhandal is presently Group Editorial Director of The India Today Group. She is being devising a social media strategy for the group and is involved with every aspect of the online product from editorial to sales.

Besides her qualification(s) and rich experience, she is a person of outstanding calibre and possesses vast experience and capabilities for supervising the business activities of the Company.

Disclosures as per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2:

| | |
|---|---|
| Name | Mrs. Kalli Purie Bhandal |
| Date of Birth | 29/12/1972 |
| Age | 43 |
| Nationality | Indian |
| Experience | 22 years |
| Remuneration last drawn | Rs 140,10,330 (withdrawn from last employer) |
| Details of remuneration sought to be paid | Details regarding remuneration has been mentioned in the resolution |
| Date of first Appointment on the Board of the Company | 08/02/2016 |
| Qualifications | BA Honors degree in Politics, Philosophy and Economics from Oxford University<br>Certificate in Internet Publishing from University of British Columbia |
| Expertise in specific functional area | Expert in media and Journalism |
| Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee | Mail Today Newspapers Private Limited<br>World Media Trading Limited<br>Radio Today Broadcasting Limited<br>Today Magazines Lifestyles Private Limited |
| Membership/ Chairmanship of Committees in the Companies | NIL |
| Shareholding in the Company | NIL |
| No. of Board meetings attended during the year | NIL |
| Relationship with other directors, Manager, key managerial personnel of the Company | Mrs. Kalli Purie Bhandal is the daughter of Mr. Aroon Purie and sister of Mrs. Koel Purie Rinchet. |

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Kalli Purie Bhandal for the office of Director of the Company

The Board of the Company recommend passing of the aforesaid item by way of Ordinary Resolution by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Bhandal (appointee), Mr. Aroon Purie, Mrs. Kalli Purie Bhandal (the appointee) and Mrs. Koel Purie Rinchet, is concerned or interested, financial or otherwise, in this Resolution.

Copy of the letter for appointment of Mrs. Kalli Purie Bhandal as a Whole Time Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.

**ITEM NO. 7**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Sudhir Mehra be appointed as an Independent Director of the Company. He joined the Board of Directors of the Company w.e.f.02nd February, 2016 as an additional Independent Director subject to the approval of the shareholders.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sudhir Mehra for the office of Director of the Company. Mr. Sudhir Mehra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sudhir Mehra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under & Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015("LODR"). In the opinion of the Board, Mr. Sudhir Mehra fulfills the conditions for his appointment as an Independent Director as specified in the Act and the LODR. Mr. Mehra is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Mehra is the member of the Audit Committee of the Board of Directors of the Company.

***Brief resume of Mr. Sudhir Mehra***

Mr. Mehra is M.A in English and has Diploma from Associate of Indian Institute of Bankers. He is banking and finance professional with 42 years of experience in finance industry.

He has worked in the State Bank of India for almost 31 years. He has the knowledge of Treasury operations and functions with dealing room experience in Tokyo, Japan.

Mr. Mehra served as Head sales and Marketing SBI Card (SBI-GE Joint Venture).

Mr. Mehra worked in the Corporate Accounts Group (CAG) of the State Bank of India at New Delhi. He also served as Regional Manager and Controller of 40 branches heading the personnel and HR department of the Chandigarh Circle of SBI as AGM. Mr. Mehra worked as the in-Charge of foreign exchange transactions of various offices of SBI. Mr. Mehra worked in the lead Bank department of the SBI.

Mr. Sudhir Mehra is currently heading the finance function of a Company with a group turnover of around 300 Crores in the phytoceutical space. He is also vested with additional responsibility of supervision of the legal team.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mehra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mehra as an Independent Director, for approval of the shareholders of the Company by passing the ordinary resolution.

Except Mr. Mehra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Securities Exchange Board of India (Listing Obligations and Disclosures Requirement), Regulations, 2015 and Secretarial Standards-2.

| | |
|---|---|
| Name | Mr. Sudhir Mehra |
| Date of Birth | 06/11/1947 |
| Age | 68 years |
| Qualifications | M.A. English<br>Diploma, Associate of Indian Institute of Bankers |
| Experience | 42 years |
| Details of remuneration sought to be paid | Sitting fees for the Board or Committee attended of the Company |
| Remuneration last drawn | N.A. |
| Nationality | Indian |
| Expertise in specific functional area | Expert in Banking and Finance. |
| Date of first appointment on the Board of the Company | 02/02/2016 |
| Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee | Not Applicable |
| Membership/ Chairmanship of Committees in the Companies | T.V. Today Network Limited- Member, Audit Committee |
| Shareholding in the Company | NIL |
| No. of Board meetings attended during the year | 1 |
| Relationship with other directors, Manager, key managerial personnel of the Company | Not related to any Directors and Key Managerial Personnel of the Company. |

Copy of the letter for appointment of Mr. Mehra as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.

**ITEM NO. 8**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Rajeev Gupta be appointed as an Independent Director of the Company. He joined the Board of Directors of the Company w.e.f. 05th March, 2016 as an additional Independent Director subject to the approval of the shareholders.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajeev Gupta for the office of Director of the Company. Mr. Rajeev Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Rajeev Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("LODR"). In the opinion of the Board, Mr. Rajeev Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the LODR. Mr. Gupta is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Gupta is the member of the Audit Committee of the Board of Directors of the Company.

***Brief resume of Mr. Rajeev Gupta***

Mr. Rajeev Gupta holds Bachelor's degree in technology from IIT BHU Varanasi and Master's in Business Administration from IIM Ahmedabad and Executive development program from The Wharton School. Mr. Gupta has professional experience of 33 years in manufacturing, investment banking and Private equity. He is a director in United Spirits Limited, V I P Industries Limited, Vardhman Special Steels Limited, EIH

Limited, Cosmo Films Limited, TVS Capital Funds Limited, Arpwood Capital Private Limited,. He is designated Partner in Arpwood Partners Investment Advisors LLP, Arpwood Consultants LLP and Arpwood Investment Advisors LLP.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gupta as an Independent Director, for approval of the shareholders of the Company by passing the ordinary resolution.

Except Mr. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Securities Exchange Board Of India (Listing Obligations and Disclosures Requirement), Regulations, 2015 and Secretarial Standards-2.`

| | |
|---|---|
| Name | Mr. Rajeev gupta |
| Date of Birth | 19/03/1958 |
| Age | 58 years |
| Qualifications | IIM Ahmedabad: MBA<br>IIT BHU Varanasi: B.Tech<br>The Wharton School: Executive development program |
| Experience | 33 years |
| Details of remuneration sought to be paid | Sitting fees for the Board or Committee attended of the Company |
| Remuneration last drawn | N.A. |
| Nationality | Indian |
| Expertise in specific functional area | Expert in Manufacturing, Investment Banking and Private Equity |
| Date of first appointment on the Board of the Company | 05/03/2016 |
| Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee | United Spirits Limited, V I P Industries Limited, Vardhman Special Steels Limited, EIH Limited, Cosmo Films Limited, TVS Capital Funds Limited, Arpwood Capital Private Limited. He is designated Partner in Arpwood Partners Investment Advisors LLP, Arpwood Consultants LLP and Arpwood Investment Advisors LLP. |
| Membership/ Chairmanship of Committees in the Companies | **Cosmo Films Limited:-**<br>Audit Committee:- Member, Risk & Operations Management Committee- Member<br>**EIH Limited-**<br>CSR Committee- Member<br>**TVS Capital Funds Limited:**<br>Audit & Governance Committee-Member<br>**Vardhman Special Steel Limited-**<br>Audit Committee & Nomination & remuneration Committee-Member<br>**United Spirits limited-**<br>Audit Committee-Member<br>**VIP Industries Limited-**<br>Nomination and Remuneration Committee- member<br>**T.V. Today Network Limited-**<br>Member, Audit Committee |
| Shareholding in the Company | NIL |
| No. of Board meetings attended during the year | NIL |
| Relationship with other directors, Manager, key managerial personnel of the Company | Not related to any Directors and Key Managerial Personnel of the Company. |

Copy of the letter for appointment of Mr. Gupta as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.

**By order of Board**
**For T.V. Today Network Limited**

**Place: New Delhi**
**Date: 25.05.2016**

**Dr. Puneet Jain**
***Group Chief Law & Compliance officer & Company Secretary & Vice President- (Internal Audit)***
***Membership Number: F7158***
***Address: H No. 343/14, Faridabad, 121007, Haryana***

# T. V. Today Network Limited

Registered Office: F-26, First Floor, Connaught Circus, New Delhi 110001, Telephone Number:0120-4807100
Fax Number:0120-4325028, Website:www.aajtak.intoday.in, Email:puneet.jain@aajtak.com,
CIN No. L92200DL1999PLC103001

**ATTENDANCE SLIP**

**17th Annual General Meeting**

**Day, Date & Time:** Wednesday, August 31, 2016 at 3.00 pm

**Venue of the meeting:** The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

| | |
|---|---|
| Name | |
| Address | |
| DP Id* | |
| Client Id* | |
| Folio No. | |
| No. of shares held | |

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 17th Annual General Meeting of the Company held on Wednesday, August 31, 2016 at 3.00 p.m. at The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010.

**Signature of Member / Proxy**

**Notes:**

1. Electronic copy of the Annual Report for the F.Y. 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depositary Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for the F.Y. 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.
3. Registration will start at 2:00 pm and close at 4:00 pm on the day of Annual General Meeting
4. Members are required to produce their duly signed Attendance slips
5. Members should produce their entry passes at the entrance of the Annual General Meeting hall for attending the same.
6. This Attendance Slip is valid only in case shares are held in the date of Annual General Meeting.

**Form No. MGT-11**

# Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L92200DL1999PLC103001
**Name of the Company:** T.V. TODAY NETWORK LIMITED
**Registered Office:** F-26, First Floor, Connaught Circus, New Delhi-110001

| | |
|---|---|
| Name of the 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 ……..... shares of the above named company, hereby appoint

| | | |
|---|---|---|
| 1. | Name: | |
| | Address: | |
| | E-mail Id: | |
| | Signature: | or failing him |

| | | |
|---|---|---|
| 2. | Name: | |
| | Address: | |
| | E-mail Id: | |
| | Signature: | or failing him |

| | | |
|---|---|---|
| 3. | Name: | |
| | Address: | |
| | E-mail Id: | |
| | Signature: | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Wednesday, 31st day of August, 2016 at 3.00 p.m. at The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated in the box below:

| Sl. No. | Resolution | For | Against |
|---|---|---|---|
| **Ordinary Business** | | | |
| 1. | Consider and Adopt:<br>(a) Audited financial Statement, Reports of the Board of Directors and Auditors<br>(b) Audited Consolidated financial Statement | | |
| 2. | Declaration of dividend on equity shares for the financial year 2015-16 | | |
| 3. | Re-appointment of Mrs. Koel Purie Rinchet, Director retiring by rotation. | | |
| 4. | Ratification of appointment M/s Price Waterhouse, Chartered Accountants, as Statutory Auditors | | |
| **Special Business** | | | |
| 5. | Ratification of the remuneration of the Cost Auditors | | |
| 6. | Appointment of Mrs. Kalli Purie Bhandal as the Whole Time Director of the Company | | |
| 7. | Appointment of Mr. Sudhir Mehra as an Independent Director of the Company | | |
| 8. | Appointment of Mr. Rajeev Gupta as an Independent Director of the Company | | |

Affix a Re 1 revenue stamp

Signed this ..... day of ..... 2016.

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**Notes:**

1. **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.**
2. **A Proxy need not be a member of the Company.**
3. No instruments of proxy shall be valid unless
   (a) In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
   (b) In case of joint holder, it is signed by the shareholder first named in the register or his /her attorney, duly authorized in writing
   (c) In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
4. The proxy together with
   (a) the power of attorney or other authority (if any) under which it is signed or
   (b) a copy of the power or authority, certified by a Notary Public or a Magistrate, should be deposited at the registered office of the Company.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

6** 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. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

7. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
8. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.
9. The Proxy should carry its identity proof.

## AHMEDABAD Bureau

TV Today Network Ltd.
2C, Surya Rath Building
II Floor, Behind White House
Off CG Road, Panchwati
Ahmedabad -380006 (Gujarat)
Ph: 079-26560393, 26404646

## BENGALURU Bureau

TV Today Network Ltd.
# 116-118, Richmond tower
Ist Floor, # 12 Richmond Road
Bengaluru – 560 025
Karnataka
Ph : 22212448,22210810/188
Fax : 080-22218335

## CHANDIGARH-Bureau

TV Today Network Ltd.
Sco-120/122, Cabin No-304
3rd Floor, Sector-17/C
Chandigarh-160017
Phone-0172-2720031

## CHENNAI Bureau

TV Today Network Ltd.
The India Today Group, Ninth Floor,
Guna Complex, Annexe 1 Building,
443, Anna Salai, Teynampet
Chennai - 600 018
Phone No: 044 -24303200
Fax No: 044 - 24361942.

## HYDERABAD Bureau

TV Today Network Ltd.,
6-3-885/7/B, Raj Bhavan Road
Somajiguda
Hyderabad -500082
Telangana State
Ph :23418780,23410100

## KOLKATA Bureau

TV Today Network Ltd.
52, Jawahar Lal Nehru Road, 4th floor
Kolkata – 700 071 West Bengal
Ph : 033-40525300 /22825991(Direct).
Fax : 033-2827254

## MUMBAI Bureau

TV Today Network Ltd.
The India Today Group
1201, 12th Floor, Tower 2 A,
One Indiabulls Centre,
(Jupiter Mills)
S. B. Marg, Lower Parel West,
Mumbai – 400013
Phone No: 022 - 66063355
Fax No: 022 - 6606 3226.

## MUMBAI Bureau

TV Today Network Ltd.
101,102, 1st, floor, Trade Avenue Building.
Dr. Suren road. Opp Landmark Building.
Chakala, Andheri (E),
Mumbai. – 400 093 Maharashtra
Ph.022-26841799

Printed at Thomson Press

FORM A

**(for audit report on standalone financial statements with unmodified opinion)**

| | | |
|---|---|---|
| 1. | Name of the Company: | T.V. Today Network Limited |
| 2. | Annual financial statements for the year ended | 31st March 2016 |
| 3. | Type of Audit observation | Emphasis of Matter |
| 4. | Frequency of observation | Repetitive since financial year 2009-10 |
| 5. | To be signed by-<br>• CEO/Managing Director<br>• CFO<br>• Auditor of the company<br>• Audit Committee Chairman | |

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sougata Mukherjee
PartnerChief Financial Officer
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

Aroon Purie
Managing Director

Dinesh Bhatia

Place: Delhi
Date: May 25, 2016

Sudhir Mehra
Audit Committee
Chairman

**FORM A**

**(for audit report on consolidated financial statements with unmodified opinion)**

| | | |
|---|---|---|
| 1. | Name of the Company: | T.V. Today Network Limited |
| 2. | Annual financial statements for the year ended | 31st March 2016 |
| 3. | Type of Audit observation | Emphasis of Matter |
| 4. | Frequency of observation | Repetitive since financial year 2009-10 |
| 5. | To be signed by-<br>• CEO/Managing Director<br>• CFO<br>• Auditor of the company<br>• Audit Committee Chairman | |

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sougata Mukherjee
Partner
Membership Number 57084

Place: Gurgaon
Date: May 25, 2016

Aroon Purie
Managing Director

Dinesh Bhatia
Chief Financial Officer

Place: Delhi
Date: May 25, 2016

Sudhir Mehra
Audit Committee
Chairman