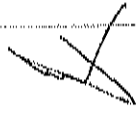
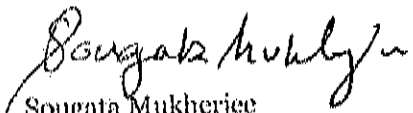


**FORM A**

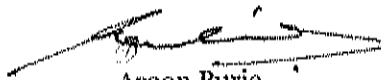
**Covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	T.V. Today Network Limited
2.	Annual financial statements for the year ended	31st March 2015
3.	Type of Audit observation	Matter of Emphasis
4.	Frequency of observation	Since financial year 2009-10 
5.	To be signed by- <ul style="list-style-type: none"> <li>• CEO/Managing Director</li> <li>• CFO</li> <li>• Auditor of the company</li> <li>• Audit Committee Chairman</li> </ul>	

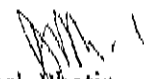
For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

  
Sougata Mukherjee  
Partner  
Membership Number 57084

Place: Gurgaon  
Date: May 12, 2015

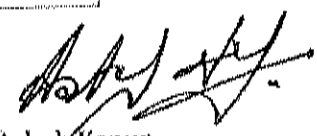


Aroon Purie  
Managing Director



Dinesh Bhatia  
Chief Financial Officer

Place: Noida  
Date: May 12, 2015



Ashok Kapur  
Audit Committee  
Chairman

## 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

Notice is hereby given that the Sixteenth Annual General Meeting of the members of T.V. Today Network Limited will be held on Thursday, the 20th day of August, 2015 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:

- the audited financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
- the audited Consolidated financial Statement of the Company for the financial year ended March 31, 2015.

##### Item No. 2 Declaration of Dividend

To declare dividend on the equity shares of the Company for the financial year ended March 31, 2015.

##### Item No. 3 Appointment of Director retiring by rotation

To appoint a Director in place of Mr. Devajyoti Bhattacharya (DIN: 00868751) who retires by rotation and being eligible, has offered himself for re-appointment.

##### Item No. 4 Appointment of Statutory Auditors

To appoint M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next two Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to section 139 of the Companies Act 2013 and rules made thereunder M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) be and are hereby appointed as Statutory Auditors of the Company to hold office for the period of two years i.e. from the conclusion of this Sixteenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

#### SPECIAL BUSINESS

##### Item No. 5: Remuneration payable to the Cost Auditor

To approve the remuneration of the Cost Auditors for the F.Y 2015-2016 and in this regard 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 148 of the Companies Act, 2013 and Companies (Cost records and Audit) Rules, 2014 and amendment thereof, 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 2015-16 to be paid remuneration of Rs. 1,00,000 (exclusive service tax & Out of pocket expenses).

**RESOLVED FURTHER THAT** Dr. Puneet Jain (Head-Legal and Compliances & 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: Ratification of re-appointment of Ms. Koel Purie Rinchet 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 the provisions of Sections 196, 197, 203 and all 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) read with Schedule V of the said Act, the consent of the shareholders, be and is hereby accorded for the re-appointment of Ms. Koel Purie Rinchet (DIN: 02832071) as a Whole Time Director of the Company for a period i.e. May 24, 2015 to June, 27, 2015 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

May 24, 2015 to June 27, 2015

##### b. Remuneration:

S. No.	Particulars	Per month (Rs.)
1.	Basic Pay	440,640/-
2.	Special Allowance	125,505/-
3.	House Rent Allowance	155,520/-
4.	Leave Travel Assistance	3,059/-
5.	Bonus/Incentive (As per discretion of the management)	3,24,000/-

#### Notes:

- The Company had provided telephone, internet connection at the residence of Ms. Koel Purie Rinchet, the Whole Time Director, the cost of which was included as perquisites to the employee. The Company had also provided her a mobile and blackberry for the business of the Company.
- Ms. Koel Purie Rinchet was entitled to Provident Fund, Gratuity as per the Rules of the Company.
- Ms. Koel Purie Rinchet was entitled to Group Medical Insurance Scheme and the Group Accident Insurance Scheme as applicable to Senior Employees of the Company.
- Ms. Koel Purie Rinchet was entitled to the re-imbursment of entertainment, books and periodicals, travelling and all



other expenses incurred for the business of the Company as per the Rules of the Company.

5. The Management was entitled to interchange the remuneration of Ms. Koel Purie Rinchet from one head to another, as it may consider appropriate, within the overall limits set out in the resolution.
6. The perquisites were evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such Rules, perquisite were evaluated at actual.

**RESOLVED FURTHER THAT** Dr. Puneet Jain Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorised 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 writings that may be required, on behalf of the Company and to do all such 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: 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**

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

"**RESOLVED THAT** pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aroon Purie (DIN: 00002794), be and is hereby re-appointed as the Chairman and Managing Director of the Company for a period of five years w.e.f April 1, 2015 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**

5 years w.e.f April 1, 2015.

**b. Remuneration:**

Salary – NIL

Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013.

Perquisites – Company maintained car with driver for official/personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company."

**RESOLVED FURTHER THAT** pursuant to Section 196(3) and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act, the consent of the shareholders, be and is hereby accorded for appointment of

Mr. Aroon Purie (DIN: 00002794) as Chairman and Managing Director of the Company as per the terms and conditions specified in the resolution, after attaining the age of seventy years.

**RESOLVED FURTHER THAT** Dr. Puneet Jain, Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorised 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 writings that may be required, on behalf of the Company and to do all such 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. 8: Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013**

To consider adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 5 and section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Schedule I made thereunder, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the new set of regulations contained in the Articles of Association in place of existing Articles of Association of the Company, a copy of which is laid before the meeting and initiated by the Chairperson for the purpose of identification, be and is hereby approved and adopted as the new Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Dr. Puneet Jain, Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 9: Increase in Limit of Foreign Investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII) Non Resident Indians (NRI) under Portfolio Investment Scheme.**

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

"**RESOLVED THAT** subject to approval of Foreign Investment Promotion Board (FIPB), the consent be and is hereby accorded for increasing the limits of foreign investment by FPI & FII upto 26% and by NRI upto 24% , of the paid-up capital of the company, under the Portfolio Investment Scheme (PIS) of the FEMA (Transfer or issue of security by a person resident outside India) Regulations 2000 (as amended from time to time)

**RESOLVED FURTHER THAT** the total foreign investment as aforesaid shall not exceed the maximum permissible limit of foreign investment of 26% of the paid-up capital of the company

**RESOLVED FURTHER THAT** Mr. Aroon Purie, Managing Director, and/or Dr. Puneet Jain, Head – Legal & Compliances & Company Secretary & Vice President (Internal Audit) be and are hereby severally authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any other officer(s) of the Company."

**By order of Board  
For T.V. Today Network Limited**

Sd/-

Place: New Delhi  
Date: 20.07.2015

**Dr. Puneet Jain  
Head- Legal & Compliances  
& Company Secretary  
& Vice President- (Internal Audit)  
Membership Number: F7158**

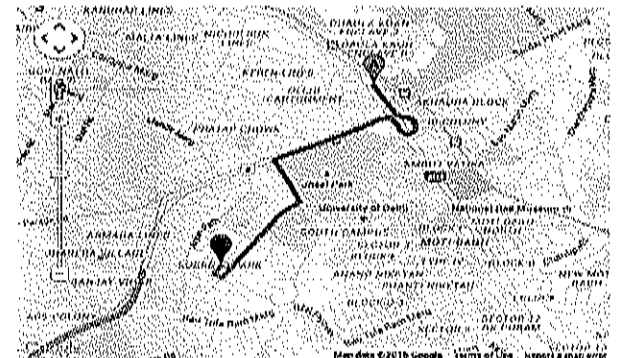
Address: H No. 343 Sector 14, Faridabad, 121007, Haryana

**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 anybody 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 August 7, 2015 to August 20, 2015 (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) as at the close of August 6, 2015.
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, Dhaura 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 2006-07, 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, 2014 (date of last Annual General Meeting) on the website of the Company ([www.aajtak.intoday.in](http://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 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. 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.

16. 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 in 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.
17. As per the requirements of Clause 49 of the Listing Agreement on Corporate Governance requisite details in respect of appointment/re-appointment of the Directors are given in the Statement.

A statement containing details of Mr. Devajyoti Bhattacharya, 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	Mr. Devajyoti Bhattacharya
Date of Birth	17/01/1958
Age	57 years
Qualifications	Bachelor of Technology in Mechanical Engineering, NIT, Rourkela and PG in Industrial Engineering, NITIE, Mumbai.
Experience	34
Details of remuneration sought to be paid	(Sitting fees for the Board or Committee attended of the Company)
Remuneration last drawn	40,000 (Sitting fees)
Nationality	Indian
Expertise in specific functional area	Mechanical Engineering, Industrial Engineering.
Date of first appointment on the Board of the Company	11/02/2014
Name(s) of the other Companies in which Directorship held	Living Media India Limited Mail Today Newspapers Private Limited Today Merchandise Private Limited India Today Online Private Limited Today Retail Network Private Limited Universal Learn Today Private Limited Aditya Birla Online Fashion Private Limited Aditya Birla Health Insurance Co. Limited
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	Living Media India Limited-Audit Committee
Shareholding in the Company	N.A.
No. of Board meetings attended during the year	2
Relationship with other directors, Manager, key managerial personnel of the Company	None of the Director, Manager KMP of the Company is related, concerned or interested.

**18. 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 and the provisions of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the members a facility to vote on the resolution proposed to be passed in the 16th Annual General Meeting (AGM) from a place other than the venue of the Annual General Meeting by electronic means through remote e-voting.

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 will cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote in the AGM.

The Board of Directors of the Company has appointed Mr. Abhishok Bansal, Advocate, (Bar Council No: D/2726/2008), M/s Corporate Professionals Advisors & Advocates, 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. 13th August, 2015

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. 13th August, 2015 shall be entitled to avail the facility of remote e-voting/Ballot Paper.

The items of business as detailed in this Notice as may be transacted through 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 16th August, 2015 and ends on 19th August, 2015 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 (record date) of 13th August, 2015, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have

issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (xx) 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. August 13, 2015 may follow the same instructions for e-Voting.
19. 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 atleast 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 three days 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.
20. The results along with Scrutinizer's Report, will be placed on the Company's website [www.aajtak.intoday.in](http://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**

**Dr. Puneet Jain  
Head – Legal &  
Compliance & Company  
Secretary & Vice President  
(Internal Audit)  
Membership Number: F7158**

**Place: New Delhi  
Date : 20.07.2015**

**Address: H No. 343 Sector 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 12, 2015 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 approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution of this item for approval of the remuneration of Rs. 1,00,000 (excluding service tax & out of their pocket expenses) payable to the Cost Auditor for F.Y. 2015-16.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

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**

Ms. Koel Purie Rinchet was re-appointed as the Whole Time Director by the Board of Directors of the Company on February 6, 2015 for period of 5 years. Her term of last appointment ended on May 23, 2015 and the Board of Directors in their meeting held on 6th February, 2015 has re-appointed Ms. Koel Purie Rinchet as the Whole Time Director for a period of 5 years w.e.f 24th May, 2015 subject to the approval of the shareholders

But due to some personal reasons Ms. Rinchet has resigned from the office of Whole time Director w.e.f. June 27, 2015 and will continue as Non-Executive Director on the Board of the Company. Thus, the said resolution is proposed to ratify the re-appointment and remuneration of Ms. Rinchet for the period i.e. May 24, 2015 to June 27, 2015.

Ms. Rinchet, has 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. Ms. Rinchet holds 15 years of experience in the field of films and dramatic arts, as an actor, producer, assistant director, host and anchor etc. She is well known in the television and film industry in India and coordinate and conduct entertainment interviews and shows with all the people from entertainment industry. She write the televisive reviews of all the big films. Her achievements and experience during the last 15 years in films, dramatic arts provide a vital insight to the entertainment industry. Her chat show "Couching with Koel" has been on air since 2008, has been a top rated interview show and won many awards including best host.

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 Clause 49 of Listing Agreement entered into with Stock Exchanges and Secretarial Standard-2:

Name	Ms. Koel Purie Rinchet
Date of Birth	25/11/1974
Age	40
Nationality	Indian
Experience	18
Remuneration last drawn	98,87,308





Details of remuneration sought to be paid	Remuneration as per the resolution from 24th May 2015 to 27th June 2015. She has resigned as whole time Director with effect from June 27th 2015 thereafter she will be paid sitting fees for attending board/committee meeting.
Date of first Appointment on the Board of the Company	26/10/2009
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.
Expertise in specific functional area	Expert in Media and Journalism
Name(s) of the other Companies in which Directorship held	Thomson Press India Limited
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	T.V. Today Network Limited-Member, Stakeholder Relationship Committee
Shareholding in the Company	NIL
No. of Board meetings attended during the year	3
Relationship with other directors, Manager, key managerial personnel of the Company	None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise except that Ms. Koel Purie Rinchet is the daughter of Mr. Aroon Purie.

The Board of the Company recommend passing of the aforesaid item by way of Ordinary Resolution by the shareholders of the Company.

**ITEM NO. 7**

Mr. Aroon Purie was re-appointed as Chairman and Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2015 subject to the approval of the shareholders at the Annual General Meeting to be held on 20th August, 2015.

Since he has attained the age of 70 years therefore as per the requirement of Companies Act, 2013, the said resolution is to be passed as Special Resolution. The necessary justification for his appointment as Chairman and Managing Director of the Company at the age of 70 is mentioned below:

Mr. Aroon Purie, born on 29th December, 1944 is the founding Chairman & Editor-in-Chief of the India Today Group, India's most respected and diversified media conglomerate. The

Group has more than 36 magazines including editions of leading international titles. Its flagship newsweekly, India Today and other Group publications are all market leaders. It also has four leading 24-hour news channels including the largest Hindi news channel, 7 radio stations, a newspaper and a consumer e-com shopping portal and strong digital, mobile and social media presence. Through its multiple media brands and platforms, the India Today Group reaches more than 100 million people every month.

An alumnus of the London School of Economics and a qualified Chartered Accountant, Mr. Aroon Purie has served on the Board of many prestigious institutions in India and abroad. He was Chairman of FIPP (The International Federation of the Periodical Press) from 2009 to 2011 and was the first Asian to be given this honor.

A true pioneer, Mr. Aroon Purie has been instrumental in changing the face of journalism in India and is the recipient of numerous awards for his outstanding contribution to journalism in both print and television. These include, amongst others, The B.D. Goonka Award for Excellence in Journalism (1988), The G.K. Reddy Memorial Award for Outstanding Contribution to Journalism (1993-94), The Apsara Award from the Film and Television Producers Guild of India in 2006, The ITA Television Icon 2007 Award from the Indian Television Academy, The NT lifetime achievement Award 2008 from the Indian Television Dot Com and the Managing India 2010 Award by the All India Management Association. He was recently conferred with the prestigious "Editor of the Year" award by the India Chapter of International Advertising Association (IAA) for his outstanding contribution in the field of Media.

Mr. Aroon Purie was awarded the Padma Bhushan - amongst India's highest Civilian honours - by the President of India in 2001.

Disclosures as per Clause 49 of Listing Agreement entered into with Stock Exchanges and Secretarial Standard-2:

Name	Mr. Aroon Purie
Date of Birth	29 <sup>th</sup> December, 1944
Age	70 years
Nationality	Indian
Date of first Appointment on the Board of the Company	21/08/2000
Qualifications	Graduate from the London School of Economics with a degree in Economics and is a Fellow of the Institute of Chartered Accountants (England & Wales).
Experience	45
Remuneration last drawn	6,7084,720

Details of remuneration sought to be paid	(a) Salary – NIL (b) Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013. (c) Perquisites – Company maintained car with driver for official/ personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company."
Expertise in specific functional area	Expert in Media and Journalism
Name(s) of the other Companies in which Directorship held	Thomson Press India Limited Integrated Databases India Limited The All India Investment Corporation Private Limited All India Film Corporation Private Limited The All India Finance and Commerce Private Limited Universal Learn Today Private Limited T.V. Today Network(Business) Limited SKH Metals Limited Mail Today Newspapers Private Limited Thomson Digital (India) Limited Today Merchandise Private Limited Intaglio Press Private Limited Indian Broadcasting Foundation
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	NIL
Shareholding in the Company	294172 shares
No. of Board meetings attended during the year	4
Relationship with other directors, Manager, key managerial personnel of the Company	None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise except that Mr. Aroon Purie is the father of Ms. Koel Purie Rinchet.

**Remuneration proposed:** The Nomination & Remuneration Committee and the Board of Directors of the Company at their meeting had approved the following terms and conditions of

remuneration of Mr. Aroon Purie for period of five years w.o.f. 1st April, 2015 as hereunder:

- (a) Salary – NIL
- (b) Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013.
- (c) Perquisites – Company maintained car with driver for official/personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company."

The Board of the Company recommend passing of the aforesaid item by way of Special Resolution by the shareholders of the Company.

**ITEM NO. 8**

The existing Articles of Association of the Company are pursuant to Companies Act, 1956 and several regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013.

With the coming into force of the provisions of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration/ amendment/ modification or deletions. Thus, it is suggested to replace the existing Articles of Association by a new set of Articles and adopting the new set of Articles of Association to be substituted in place of the existing Articles of Association are based primarily based on Table 'F' to Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft Articles of Association is also available for inspection at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

The Board of the Company recommend passing of the aforesaid item by way of Special Resolution by the shareholders of the Company.

**ITEM NO. 9**

As per the Portfolio Investment Scheme (PIS) under the FEMA (Transfer or issue of Security by a person resident outside India) Regulations, 2000 ('FEMA Regulations'), the Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII) can invest in aggregate upto 24% which can be further increased to 26% (sectoral limit) of the paid up capital of the Company subject to the shareholders' approval of the Company and NRIs can invest in aggregate upto 10% which can be further increased to 24% of the paid up capital of the Company subject to shareholders' approval of the Company. Moreover please take note that the maximum foreign investment allowed under the Company is upto 26% (sectoral



## T.V. Today Network Limited

limit) of the paid-up capital of the company subject to the approval by Foreign Investment Promotion Board (FIPB).

Your company feels that foreign investment by FPI/FII/NRI would enhance its image and will add to its growth, therefore it wishes to increase the limits of foreign investment by FPI/FII/NRI under PIS upto the maximum permitted limits allowed under the law

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in Item no. 9 of the Notice for increase in foreign investment by FPI/FII and NRI.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

The Board of the Company recommend passing of the aforesaid item by way of Special Resolution by the shareholders of the Company.

**By order of Board  
For T.V. Today Network Limited**

**Dr. Puneet Jain  
Head- Legal &  
Compliances & Company  
Secretary & Vice President  
(Internal Audit)  
Membership Number: F7158  
Address: H No. 343 Sector 14,  
Faridabad, 121007, Haryana**

**Place: New Delhi  
Date: 20.07.2015**

## T. V. Today Network Limited

Registered Office: F-26, First Floor, Connaught Circus, New Delhi 110001, Telephone Number: 0120-4807100

Fax Number: 0120-4325208, Website: www.aajtak.intoday.in, Email: puneet.jain@aajtak.com

CIN No. L92200DL1999PLC103001

### ATTENDANCE SLIP

#### 16th Annual General Meeting

**Day, Date & Time:** Thursday, August 20, 2015 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 16th Annual General Meeting of the Company held on Thursday, August 20, 2015 at 3.00pm 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 2015 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/Depository 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 2015 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:	

I/We, being the holder(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
2.	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 16th Annual General Meeting of the Company, to be held on Thursday, 20th day of August, 2015 At 3.00 pm at The Airforce Auditorium, Subroto Park, Dhaukuan, 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
<b>Ordinary Business</b>			
1.	Consider and Adopt: (a) Audited financial Statement, Reports of the Board of Directors and Auditors (b) Audited Consolidated financial Statement		
2.	Declaration of dividend on equity shares for the financial year 2014-15		
3.	Re-appointment of Mr. Devajyoti Bhattacharya, Director retiring by rotation.		
4.	Re-appointment of M/s Price Waterhouse, Chartered Accountants, as Statutory Auditors		
<b>Special Business</b>			
5.	Approval of the remuneration of the Cost Auditors		
6.	ratification of re-Appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company		
7.	Re-Appointment of Mr. Aron Purie as the Chairman and Managing Director of the Company and approval for continuation of his term after attaining the age of 70 years		
8.	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013		
9.	Increase in limit of foreign investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII)/Non Resident Indian (NRI) under Portfolio Investment Scheme.		

\*Applicable for Investor holding shares in electronic form

Affix a. Re  
1. revenue  
stamp

Signed this ..... day of ..... 2015.

Signature of shareholder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- No instruments of proxy shall be valid unless
  - In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
  - In case of joint holder, it is signed by the shareholder first named in the register or his /her attorney, duly authorized in writing
  - In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
- The proxy together with
  - the power of attorney or other authority (if any) under which it is signed or
  - 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.
- 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.
- \*\*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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
- 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.
- The Proxy should carry its Identity Proof.

Particulars of employees as required under rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 for the year ended March 31, 2015

S. No.	Name of Employee	Designation	Remuneration Rs.	Qualification	Experience (in years)	Date of Joining	Age	Last Employment	Share-holding (In %)	Relationship with any Director/ Manager
1	Aroon Purie	Managing Director	57,084,720	Graduate from London School of Economic, Chartered Accountant	45	21-Aug-80	70	NA	0.48	Father of Mr. Koel Purie Rooftop Non-Executive Director of the Company
2	Rajnish Rikhiy	Senior Vice President - Ad Sales & Business Head - Headlines Today	22,097,896	B. Com, LL.B & M.B.A.	28	12-Jun-04	55	Times of India	0.0789	N.A.
3	Koel Purie (Rooftop)	Executive Producer	9,887,308	Graduate in the field of Acting from Royal Academy of Dramatic Arts (RADA) and Graduate in Politics, Philosophy and Economics (PPE) from University of York.	18	24-May-10	41	NA	NIL	Daughter of Mr. Aroon Purie, Chairman & Managing Director of the Company
4	Rahul Kulkarnishtha	Sr. Vice President (Operations & Technical)	17,154,068	B.Com	30	1-May-12	51	NA	NIL	N.A.
5	Purva Misra	Group HR Head	9,073,932	B. A, MBA	17	2-Sep-13	40	Makemy Trip(India) Pvt Limited	NIL	N.A.
6	Rahul Kumar Shrivastava	Vice President - Ad Sales (Headlines Today) & Business Head (Radio)	11,050,741	B. Com, Hons	19	27-Feb-12	41	Icon Edge	NIL	N.A.
7	Supriya Prasad	Managing Editor	13,555,482	B. Sc (Hons), PG diploma in Journalism and Mass Communication	19	12-Sep-11	44	B.A.G. Newsline Network Limited	NIL	N.A.
8	Rahul Karwal	Managing Editor, TVTN	13,323,789	M. A	16	25-Nov-02	35	Zee News	NIL	N.A.
9	Rohit Saran	Editor-in-Charge - Digital & Analytics	8,173,530	M.A Economics	24	1-Apr-14	45	LIVING MEDIA INDIA LIMITED	NIL	N.A.
10	Rohan Kidwai	Vice President- Operations	5,046,555	B.Com	28	1-Sep-94	50	SHARA INDIA TV NETWORK	0.025	N.A.
11	Vivek Malhotra	Vice President - Marketing & Strategic Planning and Research	5,171,422	Post Graduate Diploma in Business Management	13	23-Jan-12	37	UTV NEWS LIMITED	NIL	N.A.
12	Vinay Tewari	Managing Editor, Headlines Today	3,860,882	Bachelor's Psychology, PGD - Business Journalism	18	1-Oct-14	44	ONNIEN	NIL	N.A.
13	Piyush Gupta	Group Chief Technology Officer, ITG	2,244,681	B. Tech	23	19-Jan-15	43	ONNIEN	NIL	N.A.
14	Ashish Kumar Bagga	Chief Executive Officer	19,803,892	Physics Honours graduate, MBA	30	14-May-14	54	Hindustan Times	NIL	N.A.
15	Dinesh Bhatia	Chief Financial Officer	9,816,936	B.Com (Hons.) MBA Finance	27	14-May-14	50	HT Media Limited	NIL	N.A.
		<b>Total</b>	<b>219,345,355</b>							

1. Remuneration includes Salary, House rent allowance. Company's contribution to provident fund and perquisites have been calculated on the basis of the income tax act, 1961.  
 2. Information about qualification and last employment are based on particulars furnished by the employees concerned.  
 3. Nature of employment of all employees is permanent.



TODAY NETWORK TV TODAY NETWORK TV TODAY NETWORK



Annual Report  
2014 - 2015







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## **BOARD OF DIRECTORS**

Aroon Purie, Chairman & Managing Director

Koel Purie Rinchet

Anil Vig

Rajeev Thakore

Ashok Kapur

Devajyoti Bhattacharya

### **Audit Committee**

Ashok Kapur, Chairman

Rajeev Thakore

Anil Vig

### **Head - Legal & Compliances & 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 Directors have the pleasure in presenting the Sixteenth Annual Report on business and operations, together with the audited financial statement of the Company for the financial year ended March 31, 2015.

#### 1. Financial Results

The financial results of the Company for the year ended March 31, 2015 are summarized below for your consideration:

(Rs. in Crores)

Particulars	(Standalone)		(Consolidated)	
	Year Ended March 31, 2015	Year Ended March 31, 2014	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>Income from operations</b>	<b>476.56</b>	389.44	<b>476.56</b>	389.44
Other income	<b>22.69</b>	11.70	<b>22.71</b>	11.72
<b>Profit before Finance, Charges, Amortization, Depreciation and Tax</b>	<b>154.38</b>	120.97	<b>154.38</b>	120.98
Finance Charges (including Interest)	<b>1.48</b>	3.59	<b>1.48</b>	3.59
Depreciation	<b>30.02</b>	24.18	<b>30.02</b>	24.18
<b>Profit before tax</b>	<b>122.88</b>	93.20	<b>122.88</b>	93.21
Provision for Tax	<b>41.85</b>	31.88	<b>41.85</b>	31.89
<b>Net Profit</b>	<b>81.03</b>	61.32	<b>81.03</b>	61.32
Balance amount brought forward	<b>222.16</b>	172.80	<b>222.20</b>	172.84
Profit Available for appropriation	<b>303.19</b>	234.12	<b>303.24</b>	234.16
Transferred to General Reserve	-	5.00	-	5.00
Proposed Dividend	<b>8.95</b>	5.95	<b>8.95</b>	5.95
Corporate Dividend Tax	<b>1.79</b>	1.01	<b>1.79</b>	1.01
Adjustment on account of revision in useful life of fixed assets	<b>0.51</b>	-	<b>0.51</b>	-
Balance Carried forward	<b>291.94</b>	222.16	<b>291.99</b>	222.20

#### 2. Performance

During the financial year under review, your Company's revenue from operations has been Rs. 476.56 Crores compared to Rs. 389.44 Crores last year, an increase of 22.37%. Profit before tax has been Rs.122.88 Crores compared to Rs. 93.20 Crores last year, an increase of 31.84% over the last year. Profit after tax has been Rs.81.03 Crores compared to Rs. 61.32 Crores last year, registering an increase of 32.14 % 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:

##### ENBA – 2014

Best Channel Marketing -Sach on Karo  
Best Channel or Programme Promo – Election Express

##### Prime Time Awards- 2014

Best Programme launch promo – Sach On Karo  
Best programme promotion - Sach On Karo

##### ITA 2014

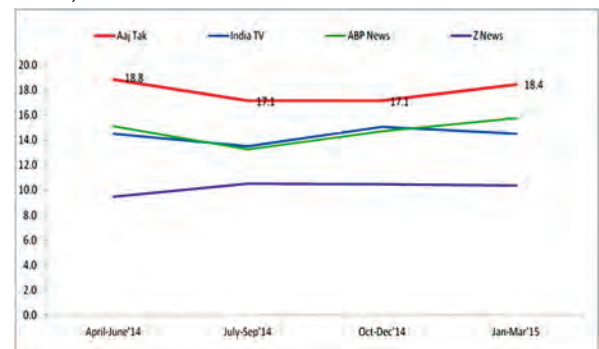
Best News Channel – Aaj Tak  
Best News Anchor – Anjana Om Kashyap

##### Abby 2014

Sach on Karo – Gold

##### AAJ TAK

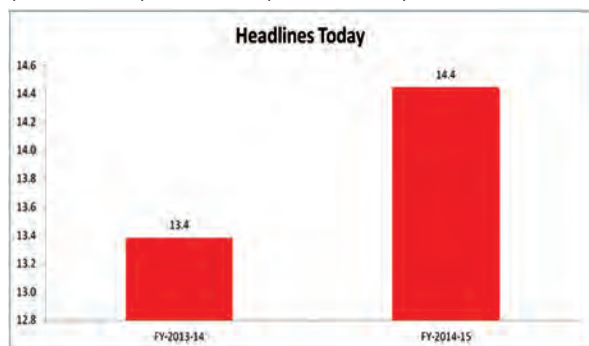
Aaj Tak continued to maintain its leadership position for the 14th consecutive year. Aaj Tak market share has increased from 17.1 % in July-Sept'14 to 18.4 % in Jan-Mar'15. Aaj Tak continues to dominate by being the channel of choice during key events. Whether it's a national or an international event, the credibility of Aaj Tak is unmatched. Aaj Tak has been the number 1 Hindi News channels for Nonstop 100 weeks.(wk19'13-14'15).



(Source- TAM, Market- HSM, TG- CS 15+, Market Share %, Period- As mentioned, Channel shares % calculated among 12 Hindi News channels)

## HEADLINES TODAY

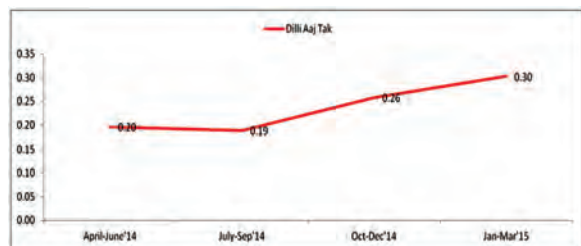
Headlines Today's share % has gone up from 13.4 % (FY-2013-14) to 14.4 % (FY-2014-15).



(Source- TAM, Market- All India, TG- CS 25+ M AB, Market Share %, Period- As Mentioned, Channel shares % calculated among 5 English News Channels)

## Dilli Aaj Tak

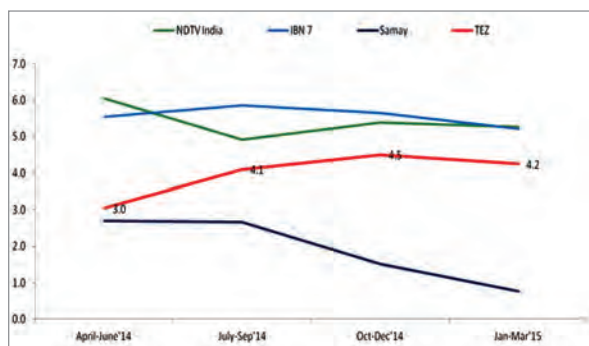
Dilli Aaj Tak maintains a solid monopoly in Delhi and maintains its viewership. Dilli Aaj Tak's Universe share increased from 0.20 (April-Jun'14) to 0.30 (Jan-Mar'15) in Delhi market.



(Source- TAM, Market- Delhi, TG- CS 15+, Period- As mentioned, Universe Share)

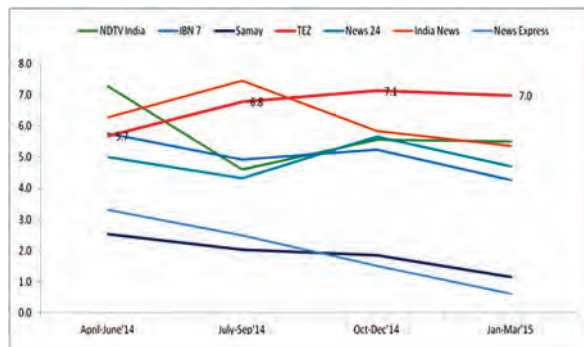
## TEZ

TEZ share has gone up from 3.0 % in April-June'14 to 4.2 % Jan-Mar'15. In WK 12'15 TEZ share % was ahead of NDTV India and IBN 7 whereas in WK 13'15 it's ahead of NDTV India and was equal to IBN 7.



(Source- TAM, Market- HSM, TG- CS 15+, Market Share %, Period- As Mentioned, Channel shares % calculated among 12 Hindi News channels)

In Mumbai market, Tez has higher market share % than NDTV India, IBN 7, News 24 and India News



(Source:-TAM, Market-Mumbai, TG-CS 15+, Market Share %, Period- As mentioned, Channel shares % calculated among 12 Hindi News channels)

## 3. Dividend

Your Directors are pleased to recommend for your consideration and approval payment of dividend @ 30% amounting to Rs. 1.50 per equity share of Rs. 5/- each, for the financial year 2014-15. Total amount of dividend outgo for the financial year shall be Rs.10.74 Crores (including Corporate Dividend Tax amounting to Rs. 1.79 Crores).

The dividend will be paid to members whose names appear in the Register of Members as on August 7, 2015; 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 20, 2015.

## 4. Transfer to Reserve

There is no transfer of any amount to the General Reserve. An amount of Rs. 291.94 Crores is proposed to be 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 Thakore, 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. The other two directors, being two third shall be liable to retirement by rotation. Accordingly, Mr. Devajyoti Bhattacharya, retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. We seek your support in confirming his re-appointment as Director.

**Re-appointment and Resignations**

The Companies Act, 2013, provides for the appointment of Independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that Independent directors shall hold office for a term of up to five consecutive years on the Board of the Company.

On recommendation of the Nomination and Remuneration committee, the Board appointed Mr. Ashok Kapur, Mr. Rajeev Thakore and Mr. Anil Vig as Independent Directors w.e.f. April 1, 2014 for a period of 5 years. We thank shareholders for their support in confirming their appointments in the Annual General Meeting held on August 20, 2014.

On recommendation of Nomination and Remuneration Committee, the Board also appointed Mr. Ashish kumar Bagga and Mr. Dinesh Bhatia as Chief Executive Officer and Chief Financial Officer respectively with effect from May 14, 2014.

Ms. Koel Purie Rinchet resigned as Whole-Time Director with effect from June 27, 2015 and shall continue as a Non-Executive Director on the Board of the Company. The Board places its appreciation for the services rendered by Ms. Koel Purie Rinchet during her tenure as whole-time director of 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, 2015, 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, 2015 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 and its committees (Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee) is provided in the ‘Report on Corporate Governance’ section in the Annual Report. The composition of the committees and compliances, are as per the applicable provisions of the Companies Act, 2013 & revised clause 49 of the listing agreement and Rules, are as follows:

Name of the Committee	Composition of the Committee	Highlights of duties, responsibilities and activities
Audit Committee	Mr. Ashok Kapur- Chairman Mr. Rajeev Thakore Mr. Anil Vig	<ul style="list-style-type: none"> <li>• The Board has defined the terms of reference of Audit Committee and charter of Audit Committee which provides the roles, responsibilities in pursuance of Companies Act, 2013 and Listing Agreement.</li> <li>• All recommendations made by the Audit Committee during the year were accepted by the Board.</li> <li>• <a href="http://specials.indiatoday.com/aajtaknew/download/Vigil_Mechanism_Whistle_Blower_Policy.pdf">http://specials.indiatoday.com/aajtaknew/download/Vigil_Mechanism_Whistle_Blower_Policy.pdf</a></li> </ul>

Name of the Committee	Composition of the Committee	Highlights of duties, responsibilities and activities
Nomination & Remuneration Committee	Mr. Ashok Kapur- Chairman Mr. Anil Vig Mr. Devajyoti Bhattacharya	<ul style="list-style-type: none"> <li>• Committee assist the Board of Directors in fulfilling its governance and supervisory responsibilities relating to appointment and removal of directors, senior management personnel, including Key Managerial Personnel ('KMP') and remuneration of directors, KMP and other employees of the Company.</li> <li>• Committee complies with the roles and responsibilities as outlined in Charter approved by the Board.</li> <li>• The Committee has formulated a Nomination and Remuneration Policy which is part of this Annual Report.</li> </ul>
Corporate Social Responsibility Committee	Mr. Aroon Purie- Chairman Mr. Ashok Kapur Ms. Koel Purie Rinchet	<ul style="list-style-type: none"> <li>• The Board has laid out the Company's policy on Corporate Social Responsibility (CSR), and the CSR activities of the Company are carried out by the CSR Committee as per the CSR Policy devised by the Board. During the year, the Company has spent 2% of its average net profits made during the three immediately preceding financial years through Care Today Fund.</li> <li>• The CSR Policy is available on the Company's website under Corporate Governance heading, <a href="http://specials.indiatoday.com/aajtaknew/download/csr_policy_final.pdf">http://specials.indiatoday.com/aajtaknew/download/csr_policy_final.pdf</a>.</li> </ul>
Stakeholder's Relationship Committee	Mr. Anil Vig- Chairman Mr. Ashok Kapur Ms. Koel Purie Rinchet	<ul style="list-style-type: none"> <li>• The Committee reviews and ensures redressal of investor grievances.</li> <li>• The Committee noted that all the grievances of the investors have been resolved during the year.</li> <li>• Committee complies with the roles and responsibilities as outlined in Charter approved by the Board.</li> </ul>

## 9. Policies of the Company

The Company as per the provision of Companies Act, 2013 and Listing Agreement entered into with stock exchanges formulated the following policies:

Name of the Policy	Web link
Related Party Transaction Policy	under Corporate Governance heading, on the website, <a href="http://specials.indiatoday.com/aajtaknew/download/Related_Party_Transaction_Policy.pdf">http://specials.indiatoday.com/aajtaknew/download/Related_Party_Transaction_Policy.pdf</a>
Policy for Determining Material subsidiaries	under Corporate Governance heading, on the website <a href="http://specials.indiatoday.com/aajtaknew/download/Policy_for_Determining_Material_Subsiary.pdf">http://specials.indiatoday.com/aajtaknew/download/Policy_for_Determining_Material_Subsiary.pdf</a>
Vigil Mechanism Whistle Blower Policy	<a href="http://specials.indiatoday.com/aajtaknew/download/Vigil_Mechanism_Whistle_Blower_Policy.pdf">http://specials.indiatoday.com/aajtaknew/download/Vigil_Mechanism_Whistle_Blower_Policy.pdf</a>
Corporate Social Responsibility Policy	<a href="http://specials.indiatoday.com/aajtaknew/download/csr_policy_final.pdf">http://specials.indiatoday.com/aajtaknew/download/csr_policy_final.pdf</a> .

## 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-1 to the Board Report.

## 11. Number of Meetings of Board

The Board met four times during the financial year, the details of which 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 Listing Agreement entered into with stock exchanges.

## 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 meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement entered into with stock exchanges.

## 13. Training of Independent Directors

The Familiarization Programme for Independent Directors aims to familiarize them with the Company, their roles, rights, and responsibilities in the Company, nature of industry, and business model of the Company etc., to enable to take sound decisions and contribute towards the overall growth of the

company. The Independent Directors have complete access to the information within the Company. The Company regularly conducts training sessions for the Independent Directors where specific presentations were provided to them about the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, competitor's analysis and various other factors affecting the company's business. Moreover interactive meets are organized from time to time where they get opportunity to interact with Senior Management, Head of departments and other key personnel of the organization. All important corporate communications/announcements are forwarded to all the Independent Directors on regular basis to keep them abreast with what is happening in the company. Independent Directors have the freedom to interact with the Company's management as and when required. The Appointment letters issued to Independent Directors also includes the roles, duties and responsibilities in the Company.

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at:-

<http://media2.intoday.in/ajtak/investors/Familiarization%20Programme%20for%20Independent%20Directors.pdf>

#### 14. 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 consist of 6 members, out of which one is Managing Director, two of which are Non-executive Directors and three 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.

#### 15. 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.

#### 16. 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 spent Rs. 9,325,944 through Care today fund towards CSR activities.

The details of CSR Committee composition and meetings of CSR Committee are hereunder:-

Name of the Members	Designation	Date of meetings held during the year
Mr. Aroon Purie- Chairman and Managing Director	Chairman	10th November, 2014
Mr. Ashok Kapur- Director	Member	6th February, 2015
Ms. Koel Purie- Director	Member	

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 2014-15 as required to be disclosed under the provisions of the Companies Act 2013 is provided in the Annexure-2 to the Board's Report.

#### 17. Board Evaluation

In terms of Companies Act, 2013 and Listing Agreement entered into with stock exchanges, 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 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 and forms part of this Annual report.

#### 18. 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 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.

The Policy on vigil mechanism or whistle blower policy may be accessed on the Company's website at the link: [http://specials.indiatoday.com/aajtaknew/download/Vigil\\_Mechanism\\_Whistle\\_Blower\\_Policy.pdf](http://specials.indiatoday.com/aajtaknew/download/Vigil_Mechanism_Whistle_Blower_Policy.pdf)

#### 19. Details of Loans Given, Investments Made and Guarantee Given Covered U/S 186 (4) of the Companies Act, 2013

During the Financial Year 2014-15 the 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.

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, 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. The same has been further elaborated in Note no. 40 of the Financial Statement which is self explanatory.

#### 20. 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 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/download/Related\\_Party\\_Transaction\\_Policy.pdf](http://specials.indiatoday.com/aajtaknew/download/Related_Party_Transaction_Policy.pdf)

Your Directors draw attention of the members to Note 36 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.

#### 21. Disclosure of Remuneration

As per the provisions of Section 197 read with rule 5(1) of the Companies (Appointment and Managerial



Personnel) Rules, 2014 is annexed hereto and forms part of the Board Report as Annexure-3.

As per the provisions of Section 136 of the Companies Act, 2013 read with amended Clause 32 of the Listing Agreement with the Stock Exchanges, 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.

No Director, of the Company who is receiving commission from the Company is in receipt of any remuneration or commission from any holding company or subsidiary company of the Company.

## 22. Subsidiary Company

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, 2015 is annexed as Annexure-4 to this Board's Report.

## 23. Consolidated Accounts

In accordance with the requirements of Companies Act, 2013 and rules made thereunder, your Company has prepared the Consolidated Accounts of itself and its subsidiary, as a single entity, which is annexed herewith.

## 24. Statutory Auditors

The Statutory auditors of your Company M/s Price Waterhouse, Chartered Accountants hold office up to the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

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 recommend to the shareholders for their approval, re-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, 2016. Further, the board of Directors of the Company recommend to the shareholders for their approval, remuneration to be paid to the Cost Auditors Rs.

1,00,000/- (exclusive service tax & out of pocket expenses)

## 25. Secretarial Auditors

PI & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2014-15 as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit report for Financial Year 2014-15 forms part of the Annual Report as Annexure-5 to the Board's Report.

Also, the Board had appointed PI & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for the financial year 2015-16.

## 26. Auditor's Report

There are no qualifications of Auditors on the Accounts of the Company for the financial year ended March 31, 2015 requiring further comment from the Board of Directors.

There are no qualifications of Secretarial Auditors on the Secretarial Audit Report to the Company for the financial year ended March 31, 2015 requiring further comment from the Board of Directors.

## 27. 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.

## 28. Corporate Governance

In accordance with Clause 49 of the Listing Agreement, 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 2014-15 is given in a separate section titled "Report on Corporate Governance" and Certificate of Company Secretary in Practice as required under the revised Clause 49 of the Listing Agreement is appended herewith which forms part of this Annual Report as Annexure-7.

## 29. 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 (hereinafter referred to as "SEBI Regulations")

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, including Managing Director and Whole-time Director(s) in order to motivate and retain the best talent. Further, during the year the Company has not amended the scheme as per the new regulations i.e. 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://aajtak.intoday.in/investor>

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 next Annual General Meeting and a copy of the same shall be available for inspection at the registered office of the Company.

### 30. 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 authorised a Committee of Senior Officials consisting of Mr. Aroon Purie, Mr. Ashish Kumar 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 has further decided to challenge the above referred MIB order with the Delhi High Court.

### 31. Management Discussion and Analysis

Separate report on Management Discussion & Analysis is appended herewith.

### 32. 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:

- a) **Conservation of Energy:** Your Company have already worked out and developed a plan to replace the existing conventional light fixtures with LED lights and developed customized LED lighting fixtures which will be suitable and appropriate to replace the existing lighting system. It has been processed with Commercial Wing to finalize the terms with the vendors, as per the company's policy.

1. **the steps taken or impact on conservation of energy :** Replaced the existing conventional lighting fixtures with LED lighting fixtures which will be saving electrical energy by 60% to 70%.
2. **the steps taken by company for utilizing alternate sources of energy :** During the year, Company carried out initial survey for feasibility for installation of solar power utilization but there is space constraints in the building to develop this alternate source.
3. **the capital investment on energy conservation equipment's :** Your Company would be investing approx Rs. 20 lakhs in financial year 2015 - 16 and another Rs. 20 lakhs in the subsequent financial year. Once implemented fully (expected date of completion June 2016), there would be a saving of approx Rs. 60 lakhs p.a.

(b) **Technology Absorption**

1. **The efforts made towards Technology Absorption:** 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 optimum utilization of available resources and to improve operational/production efficiency. The Company uses the latest High Definition (HD) – Standard Definition Television (SD) digital technology in broadcasting its programs.

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

2. **The benefits derived like product improvement, cost reduction, product development or import substitution**

Product improvement and cost reduction is always the Company's priority while we choose new equipment. At the same time we do not change technology every year as major changes can only be made at the time of launch of new channel or revamp of existing format to new format. But whatever equipment we add, to meet our growing requirement we follow a process and cost benefits are captured.

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

(a)

Last three Financial Years	Value of Import (in Rs)
2011 - 12	65,44,035
2012 – 13	6,33,463
2013 – 14	1,71,114

(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

**4. 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 keep constant engagement with vendors to understand the new products that were launched.

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

- i) Value of Imports : Rs. 45,536,119  
(CIF basis)
- ii) Expenditure in foreign currency (Accrued basis)
  - (a) Traveling Expenses : Rs. 15,759,008
  - (b) Production Cost : Rs. 129,125,107
  - (c) Repair and Maintenance : Rs. 15,085,838
  - (d) Others : Rs. 21,040,105
  - (e) Income in foreign currency (Accrued basis) : Rs. 124,564,082

**33. 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.

**34. 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.0002794

Place: New Delhi  
Date: 20th July, 2015

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 31<sup>st</sup> March, 2015**

**[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, Okhla Industrial Area, Phase- I, New Delhi- 110020, Telephone Number: 011-41406149, Fax Number: 011-41709881, Email: admin@mcsdel.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	Radio Broadcasting	601	3%
2	Television programming and broadcasting activities	602	97%

**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	
<b>A. Promoter and Promoter Group</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	211374	-	211374	0.36	294172	-	294172	0.49	0.13.
b) Central Govt.	-	-	-	-	-	-	-	-	
c) State Govt. (s)	-	-	-	-	-	-	-	-	
d) Bodies Corporate	33955999	-	33955999	57.11	33955999	-	33955999	56.93	-0.18
e) Banks/ Financial Institutions	-	-	-	-	-	-	-	-	
f) Any Others (Specify)	-	-	-	-	-	-	-	-	
Trusts									
<b>Sub-total (A) (1):-</b>	34167373	-	34167373	57.47	34250171	-	34250171	57.42	-0.05
<b>(2) Foreign</b>									
a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-	-	-	-	
b) Other - Individuals	-	-	-	-	-	-	-	-	
c) Bodies Corporate	-	-	-	-	-	-	-	-	
d) Banks/ Financial Institutions	-	-	-	-	-	-	-	-	
e) Any Other	-	-	-	-	-	-	-	-	
<b>Sub-total (A) (2):-</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	34167373	0	34167373	57.47	34250171	-	34250171	57.42	-0.05
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/UTI	158773	-	158773	0.27	1589252	-	1589252	2.66	2.39
b) Banks/ Financial Institutions	15090	-	15090	0.03	16220	-	16220	0.03	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	
d) State Govt.(s)	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	
f) Insurance Companies	1299321	-	1299321	2.19	517965	-	517965	0.87	-1.32
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	

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	
i) Others (specify)	-	-	-	-	-	-	-	-	
<b>Sub-total (B)(1):-</b>	1473184	-	1473184	2.48	2123437	-	2123437	3.56	1.08
<b>2. Non-Institutions</b>									
a) Bodies Corporate	10173165	76	10173241	17.11	4675105	76	4675181	7.84	-9.27
b) Individuals									
i) Individual holding nominal share capital upto Rs. 1 lakh	8243338	8591	8251929	13.88	9233589	7941	9241530	15.49	1.61
ii) Individual holding nominal share capital in excess of Rs 1 lakh	4849021	0	4849021	8.16	8264844	0	8264844	13.86	5.7
c) Qualified Foreign Investor	0	0	0	0	0	0	0	0	
d) Others (specify)									
1. Non Resident Indians	501767	0	501767	0.84	1050852	0	1050852	1.76	0.92
2. Trusts	40100	0	40100	0.07	42600	0	42600	0.71	0.64
3. Foreign Companies	0	0	0	0	0	0	0	0	
<b>Sub-total (B)(2):-</b>	23807391	8667	23816058	40.06	23266990	8017	23275007	39.02	-1.04
Total Public Shareholding (B) = (B)(1) + (B)(2)	25280575	8667	25289242	42.53	25390427	8017	25398444	42.58	0.05
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	59447948	8667	59456615	100.00	59640598	8017	59648615*	100.00	0

\* Capital is increased due to issue of ESOP

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	57.11	0	33954333	56.92	0	-0.19
2	Aroon Purie	211374	0.36	0	294172	0.49	0	0.13
3	World Media Pvt. Limited	1666	0.00	0	1666	0.00	0	00
	<b>Total</b>	<b>34167373</b>	<b>57.47</b>	<b>0</b>	<b>34250171</b>	<b>57.42</b>	<b>0</b>	<b>0.05</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)  
Aroon Purie and Living Media India 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 At the beginning of the year	211374	0.36	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): Market Purchase on 16.5.14 Market Purchase on 19.5.14	41000 41798	0.06 0.07		
	At the End of the year	294172	0.49	294172	0.49
2.	Living Media India Limited At the beginning of the year	<b>33954333</b>	<b>57.11</b>	<b>33954333</b>	<b>56.92</b>
	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):	<b>NIL</b>	<b>NIL</b>		
	At the End of the year	<b>33954333</b>	<b>56.92</b>	<b>33954333</b>	<b>56.92</b>

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

Detail of Top 10 Shareholders as on 31-03-14 & 31-03-2015 & their transactions between the period of 01-04-14 to 31-03-15										
S. No	Folio No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)		Category
			No of Shares at the Beginning (01-04-14) /end of the Yearv (31-03-15)	% of total shares of the Company				Shares	% of total shares of the Company	
1	IN30031910000115	RELIANCE CAPITAL LIMITED	5828705	9.7717	01/04/2014					Others
					04/04/2014	-286551	Transfer	5542154	9.2913	
					16/05/2014	-200001	Transfer	5342153	8.9560	
					23/05/2014	-725000	Transfer	4617153	7.7406	
					07/08/2014	-1327153	Transfer	3290000	5.5156	
					15/08/2014	-350000	Transfer	2940000	4.9289	
					29/08/2014	-140000	Transfer	2800000	4.6942	
					12/09/2014	-33490	Transfer	2766510	4.6380	
					07/11/2014	-100510	Transfer	2666000	4.4695	
					14/11/2014	-306698	Transfer	2359302	3.9553	
					21/11/2014	-359302	Transfer	2000000	3.3530	
					28/11/2014	-1600000	Transfer	400000	0.6706	
					23/01/2015	-100000	Transfer	300000	0.5029	
					30/01/2015	-212000	Transfer	88000	0.1475	
					06/02/2015	-88000	Transfer	0	0.0000	
			0	0.0000	31/03/2015					

2	IN30081210000012	LIFE INSURANCE CORPORATION OF INDIA	1271685	2.1320	01/04/2014					Others
					20/06/2014	-156042	Transfer	1115643	1.8704	
					30/06/2014	-189180	Transfer	926463	1.5532	
					04/07/2014	-54778	Transfer	871685	1.4614	
					19/09/2014	-30000	Transfer	841685	1.4111	
					30/09/2014	-27234	Transfer	814451	1.3654	
					10/10/2014	-50000	Transfer	764451	1.2816	
					17/10/2014	-16678	Transfer	747773	1.2536	
					27/02/2015	-41830	Transfer	705943	1.1835	
					06/03/2015	-182164	Transfer	523779	0.8781	
					13/03/2015	-5814	Transfer	517965	0.8684	
			517965	0.8684	31/03/2015					
3	IN30301020001835	DAMANI ESTATES AND FINANCE PRIVATE LIMITED	896000	1.5021	01/04/2014					Others
					27/02/2015	-896000	Transfer	0	0.0000	
			0	0.0000	31/03/2015					
4	IN30014210249407	RAMESH DAMANI	819686	1.3742	01/04/2014					Others
					28/11/2014	50000	Transfer	869686	1.4580	
			869686	1.4580	31/03/2015					
5	IN30231610037375	ANIKA INTERNATIONAL LIMITED	400000	0.6706	01/04/2014					Others
					05/09/2014	-25000	Transfer	375000	0.6287	
					12/09/2014	-25000	Transfer	350000	0.5868	
					07/11/2014	-25000	Transfer	325000	0.5449	
			325000	0.5449	31/03/2015					
6	IN30047610040825	BHADRA JAYANTILAL SHAH	300000	0.5029	01/04/2014					Others
					04/04/2014	50000	Transfer	350000	0.5868	
					16/01/2015	-30000	Transfer	320000	0.5365	
			320000	0.5365	31/03/2015					
7	1301240000127525	RADHAKISHAN S DAMANI	286787	0.4808	01/04/2014					Others
					02/05/2014	800	Transfer	287587	0.4821	
					30/05/2014	-213000	Transfer	74587	0.1250	
					13/06/2014	3000	Transfer	77587	0.1301	
					20/06/2014	-7500	Transfer	70087	0.1175	
					30/06/2014	-70000	Transfer	87	0.0001	
					05/09/2014	716332	Transfer	716419	1.2011	
					12/09/2014	-716000	Transfer	419	0.0007	
					30/09/2014	2500	Transfer	2919	0.0049	
					07/11/2014	200000	Transfer	202919	0.3402	
					28/11/2014	1300000	Transfer	1502919	2.5196	
					05/12/2014	-500000	Transfer	1002919	1.6814	
					12/12/2014	-800000	Transfer	202919	0.3402	
					16/01/2015	300000	Transfer	502919	0.8431	
					23/01/2015	500000	Transfer	1002919	1.6814	
					30/01/2015	-500000	Transfer	502919	0.8431	
					06/03/2015	20500	Transfer	523419	0.8775	
					13/03/2015	-13000	Transfer	510419	0.8557	
					20/03/2015	216000	Transfer	726419	1.2178	
					27/03/2015	-216000	Transfer	510419	0.8557	
			510419	0.8557	31/03/2015					
8	IN30047610545253	CHETAN JAYANTILAL SHAH	250000	0.4191	01/04/2014					Others
			250000	0.4191	31/03/2015					
9	IN30154938424594	SHRI SHYAM ADVISORY SERVICES PRIVATE LIMITED	225100	0.3774	01/04/2014					Others
			225100	0.3774	31/03/2015					



10	1201090004825731	KANWAL NS SHAHPURI	213634	0.3582	01/04/2014					Others
					25/04/2014	-213634	Transfer	0	0.0000	
			0	0.0000	31/03/2015					
11	IN30021417509219	GOPIKISHAN S DAMANI	0	0.0000	01/04/2014					Others
					05/09/2014	485868	Transfer	485868	0.8146	
					07/11/2014	-200000	Transfer	285868	0.4793	
					05/12/2014	570000	Transfer	855868	1.4348	
					12/12/2014	800000	Transfer	1655868	2.7760	
					16/01/2015	-100000	Transfer	1555868	2.6084	
					27/03/2015	216000	Transfer	1771868	2.9705	
			1771868	2.9705	31/03/2015					
12	IN30509920001835	DAMANI ESTATES AND FINANCE PRIVATE LIMITED	0	0.0000	01/04/2014					Others
					27/02/2015	896000	Transfer	896000	1.5021	
			896000	1.5021	31/03/2015					
13	IN30016710016878	FRANKLIN INDIA SMALLER COMPANIES FUND	0	0.0000	01/04/2014					Others
					30/05/2014	823291	Transfer	823291	1.3802	
					20/06/2014	50000	Transfer	873291	1.4641	
					30/06/2014	75000	Transfer	948291	1.5898	
					04/07/2014	50000	Transfer	998291	1.6736	
					22/08/2014	382	Transfer	998673	1.6743	
					29/08/2014	25000	Transfer	1023673	1.7162	
					05/09/2014	-100000	Transfer	923673	1.5485	
					14/11/2014	-100000	Transfer	823673	1.3809	
					20/02/2015	-50000	Transfer	773673	1.2971	
			773673	1.2971	31/03/2015					
14	IN30355910019146	Radhakishan Damani	0	0.0000	01/04/2014					Others
					30/01/2015	500000	Transfer	500000	0.8382	
			500000	0.8382	31/03/2015					
15	IN30371910978526	KANWAL NS SHAHPURI	0	0.0000	01/04/2014					Others
					04/04/2014	190000	Transfer	190000	0.3185	
					22/08/2014	210000	Transfer	400000	0.6706	
			400000	0.6706	31/03/2015					
16	IN30016710119923	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE CAPITAL BUILDER FUND - SR A	0	0.0000	01/04/2014					Others
					29/08/2014	365000	Transfer	365000	0.6119	
			365000	0.6119	31/03/2015					

(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
	Mr. Aroon Purie-Managing Director At the beginning of the year	211374	0.36	294172	0.49
	Date wise Increase / Decrease in Share holding during the year: Market Purchase on 16.5.14 Market Purchase on 19.5.14	41000 41798	0.06 0.07		
	At the End of the year	294172	0.49	294172	0.49

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	172800000	0	0	172800000
ii) Interest due but not paid	475792	0	0	475792
iii) Interest accrued but not due	0	0	0	
<b>Total (i+ii+iii)</b>	173275792	0	0	173275792
<b>Change in Indebtedness during the financial year</b>				
• Addition	67258112	0	0	67258112
• Reduction	172800000 (Principal)	0	0	172800000
	475792 (Interest)			475792
<b>Net Change</b>	240533904	0	0	240533904
<b>Indebtedness at the end of the Financial year</b>				
i) Principal Amount	67258112			67258112
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	67258112			67258112

**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	Ms. Koel Purie-W.T.D	-	-	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	7255708			7255708
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	39,600			39,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL			NIL
2	Stock Option	NIL	NIL			NIL
3	Sweat Equity	NIL	NIL			NIL
4	Commission - as % of profit - others, specify...	67,084,720	NIL			67,084,720
5	Others, please specify-Incentive	NIL	2592000			2592000
	<b>Total (A)</b>	67,084,720	9887308			76972028
	Ceiling as per the Act	Rs 128247767.20 (within the prescribed limits as per Companies Act, 2013)				

**B. Remuneration to other directors**

S. N.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Rajeev Thakore	Mr. Ashok Kapur	Mr. Mr. Anil Vig	-	
1	Independent Directors					
	Fee for attending board committee meetings	80000	100000	80000		260000
	Commission	NIL	NIL	NIL		NIL
	Others, please specify	NIL	NIL	NIL		NIL
	<b>Total (1)</b>	80000	100000	80000		260000

2	Other Non-Executive Directors	Mr. Devajyoti Bhattacharya				
	Fee for attending board committee meetings	40000				
	Commission	NIL				
	Others, please specify	NIL				
	Total (2)	40000				
	Total (B)=(1+2)	300000				
	Total Managerial Remuneration					
	Overall Ceiling as per the Act	The Independent Directors and Non-executive Directors are entitled to only sitting fees which is 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	19,769,200	3,695,658	9,800,526	33,265,384
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	34,692	NIL	15,840	50532
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
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	NIL	NIL	NIL	NIL
	Total	19,803,892	3,695,658	9,816,366	33,315,916

**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
<b>A. COMPANY</b>					
Penalty			N.A.		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			N.A.		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			N.A.		
Punishment					
Compounding					

## Annexure-2

### (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 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.

Visit [http://specials.indiatoday.com/ajitaknew/download/csr\\_policy\\_final.pdf](http://specials.indiatoday.com/ajitaknew/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
2.	Ms. Koel Purie Rinchet	Whole-time Director
3.	Mr. Ashok Kapur	Independent Director
4.	Dr. Puneet Jain Coordinator and Facilitator of the CSR Committee	Head-Legal & Compliances & Company Secretary & Vice- President (Internal Audit)

Sl. No	Particulars	Amount (in Rs.)
1	Average Net profits of the Company for the last three financial years	466,297,205
2	Prescribed CSR Expenditure (2% of the average net profits as specified above)	9,325,944
<b>3</b>	<b>Details of CSR expenditure spent during the financial year:</b>	
a.	Total amount to be spent for the financial year	9,325,944*
b.	Amount unspent	NIL

\*The full amount has been transferred to Care Today Fund Account for utilizing the amount in Swatch Bharat Abhiyaan activities. The Care Today is in process of spending the CSR contribution as approved by the Board.

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	Swatch Bharat Abhiyan	Contribution to the Swatch Bharat Kosh set up by the Central Government	Swatch Bharat Abhiyan	9,325,944	0	0	-Through Care Today Fund#
2							
3							
	<b>TOTAL</b>			9,325,944	0	0	

# 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.

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

Place: New Delhi  
Date: 12th May, 2015

**Aroon Purie**  
Chairman & Managing Director  
(Chairman CSR Committee)

DIN: 00002794  
6, Palam Marg,  
Vasant Vihar, New Delhi,  
110057

### Annexure-3

#### 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 and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 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 2014-15	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year
1	Mr. Aroon Purie, Managing Director	6,70,84,720	35.69	127.36	The total remuneration of Key Managerial Personnel increased by 80.93% (i.e. from Rs. 6,01,46,280 in 2013-14 to Rs 10,88,24,295 in 2014-15) whereas the Profit before Tax increased by 32% (i.e. from Rs 93,20,08,237 in 2013 – 14 to Rs. 1,22,87,71,008 in 2014-15)	NA
2	Ms. Koel Purie Rinchet, Non Executive Director*	93,52,372	20.00	17.76		NA
3	Mr. Rajeev Thakore, Independent Director ##	80,000	11.11	0.15		NA
4	Mr. Ashok Kapur, Independent Director ##	100,000	177.78	0.19		NA
5	Mr. Anil Vig, Independent Director ##	80,000	700.00	0.15		NA
6	Mr. Devajyoti Bhattacharya, Non Executive Director #	40,000	NA	0.08		NA
7	Mr. Dinesh Bhatia, Chief Financial Officer###	96,68,295	NA	18.36		NA
8	Mr. Ashish Kumar Bagga, Chief Executive Officer###	1,90,47,892	NA	36.16		NA
9	Dr. Puneet Jain, Head Legal and Compliances & Company Secretary & Vice-President (Internal Audit)	36,71,016	25.98	6.97		NA

\*Resigned as Whole Time Director w.e.f. June 27, 2015

# Appointed as Non-Executive Director w.e.f. February 11, 2014

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

### Appointed as Chief Financial Officer and Chief Executive Officer w.e.f. May 14, 2014

(ii) The median remuneration of employees of the Company during the financial year was Rs 5,26,736. During the financial year, there was an increase of 9.84% in the median remuneration of employees;

(iii) There were 1,073 permanent employees on the rolls of Company as on March 31, 2015;

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

The profit before tax for the financial year ended March 31, 2015 increased by 32 % whereas increase in median remuneration was 9.84%. The average increase in median remuneration was in line with the performance of the Company.

(v) a) Variations in the market capitalisation of the Company :

The market capitalisation as on March 31, 2015 at BSE was Rs 12,90,19,95,425 in comparison to Rs 7,02,85,20,787 as on March 31, 2014 and at NSE was Rs 12,93,77,84,594 in comparison to Rs 7,03,44,69,599 as on March 31, 2014)

b) Price Earnings ratio of the Company as on March 31, 2015 and March 31, 2014 was 15.95 and 11.47.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at 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 and the market price of the share as on March 31, 2015 is Rs. 216.90 on NSE. Thus, there is increase in 128.32 percent in the price of the share.

(vi) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 54.83 % whereas the increase in the managerial remuneration for the same financial year was 80.93%. During the year Company has appointed Chief Financial Officer and Chief Executive Officer of the Company to comply with the provisions of Companies Act, 2013.

Note: Managerial personnel includes the Executive Directors and KMP as on March 31, 2015

(vii) 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 Human Resources, Nomination and Remuneration Committee and as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

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

**Annexure- 4**
**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. 440,554	Rs. 2,128,166	Rs. 187,612	N.A.	NIL	Rs. 72,907	Rs. 54,491	Rs. 18,416	N.A.	100%

**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

sd/-  
**Dr. Puneet Jain**  
*Head - Legal and Compliances,  
 Company Secretary and  
 Vice President - Internal Audit*  
 Membership No. F7158  
 H.No. 343, Sector 14,  
 Faridabad, Haryana

sd/-  
**Ashok Kapur**  
*Director*  
 DIN: 00003577  
 B-5, Chirag Enclave,  
 New Delhi-110048

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

Place: New Delhi  
 Date: 12th May, 2015



## Annexure- 5

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

[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 31<sup>ST</sup> MARCH, 2015

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 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing 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 31<sup>st</sup> March, 2015, 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 31<sup>st</sup> March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable)**
- (vi) 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
  - b) Provisions of Employee State Insurance Act, 1948;
  - c) Workmen's Compensation Act, 1923,
  - d) Equal Remuneration Act, 1976
  - e) all other allied labour laws;
  - f) The Indian Telegraph Act, 1885;

- g) Up Linking Guidelines for news and current affairs issued by the Ministry of Information & Broadcasting, Government of India;
- h) Cable Television Networks (Regulations) Act 1995 and rules made thereunder
  - i) Custom Act 1962;
  - j) Income Tax Act 1961;
  - k) Central Sales Tax Act, 1956;
  - l) Delhi Value Added Tax Act, 2004;
  - m) Service Tax under Finance Act, 1994;
  - n) Wealth Tax Act, 1957;
  - o) Motor Vehicles Act, 1988 and Rules made thereunder;
  - p) Cable Table Television Networks (Regulation) Act, 1995;
  - q) The Cable Television Networks Rules, 1994;
  - r) The Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003;
  - s) Cinematography Act, 1952;
  - t) Standards laid down by the Advertising Standards Council of India (ASCI);
  - u) Guidelines/ policies issued by Ministry of Information & Broadcasting, Government of India for regulation of FM radio;
  - v) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
  - w) Building rules and regulation as applicable in NOIDA;
  - x) Fire and safety guidelines / Measures

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

**(not notified hence not applicable to the Company)**

- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable;

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 no events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

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

Sd/-

**Sakshi Seth  
Partner**

**ACS No.:20740**

**CP No.:8050**

Date: 12.05.2015

Place: New Delhi

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENTS

The year 2014 has been a turning point for the media and entertainment industry in India in many ways. The Indian market is poised to grow at a Compound Annual Growth Rate (CAGR) of 13.9 per cent, to grow from INR 102600 crore in 2014 to reach INR 196400 crore by 2019, a growth rate that is almost double that of the global media and entertainment industry.

The growth in popularity of digital media continued to surge in 2014 with a significant growth in digital advertising of 44.5 per cent over 2013. At the same time, traditional media also continued to exhibit healthy growth rates, with the television sector continuing on its path of cable digitization, advertising across media buoyed up by general election spends, and the emergence of e-commerce as a significant new category.

The Ministry of Information & Broadcasting, Government of India ('MIB') has 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. The deadline extension is expected to provide enough time for Multiple System Operators ('MSOs') and Local Cable Operators ('LCOs') to work on set top box (STB) procurement, setting up digital headends where required, fixing agreements with broadcasters, implementing channel packages, and getting the logistics in place for rolling out the implementation of STB.

Advertising revenues in 2014 grew at a growth rate of 14.2 per cent over 2013, to reach INR 41400 crore, of which print (43 per cent) and television (37 per cent) captured the lion's share.

With proposals to defer the General Anti Avoidance Rules (GAAR), reduce tax on royalties and fees for technical services (FTS) and to implement the Goods and Service Tax (GST) regime from 1 April 2016, the Finance Act 2015 has set an optimistic roadmap for the M&E sector from a tax perspective. The implementation of GST is expected to greatly benefit the industry in the form of reduction of tax cost, doing away with dual taxation (i.e. levy of service tax as well as VAT on certain transactions, subsuming entertainment tax, etc.)

2014 was also an important year for the radio industry as the government started proceedings on the much delayed and highly anticipated phase III auctions. Although the final auctions will take place probably in the latter half of 2015, the Government has given its nod to the partial auctions for 135 channels in 69 cities. The commencement on Phase III provided the required fillip to the industry which hopes to revive its fortune with these new developments.

### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

#### TELEVISION

The television industry in India is estimated at INR 47500 crore in 2014, and is expected to grow at a CAGR of 15.5 per

cent to reach INR 97500 crore in 2019. Subscription revenue growth at an annualized growth rate of 16 per cent is expected to outpace the advertising revenue annualized revenue growth of 14 per cent, on account of improving monetization due to digitization. Television advertising bounced back significantly on account of elections and improved macro-economic environment leading to companies increasing their ad spends.

The break-up of the channel aggregators as a result of the disaggregation regulation issued by Telecom Regulatory Authority of India (TRAI) has not significantly impacted the larger broadcasters but is likely to affect the smaller and niche broadcasters more. In 2015, key things to watch will be the ability of MSOs to enforce channel packaging in Phase I and II cities and rollout of STB in phase III areas.

Paid Cable and Satellite (C&S) penetration of TV households expected to increase to 90 per cent by 2019. The number of TV households in India has increased to 16.8 crore in 2014, implying a TV penetration of 61 per cent of the total population of the country. The number of C&S subscribers increased by 1 crore in 2014, to reach 14.9 crore. The paid C&S subscriber base is expected to grow to 17.5 crore by 2019, representing 90 per cent of TV households.

#### DISTRIBUTION & IMPACT ON BROADCASTERS

Though digitisation of C&S households crossed the 50 per cent mark in 2013, implementation challenges remain in achieving improvement in addressability and consequent increase in monetisation. While the rollout of digital STBs slowed down in 2014, MSOs have focussed on improving their business model in phase I and II cities. Digitisation has changed the role of MSOs from being a Business to Business ('B2B') service provider to a Business to Customer ('B2C') service provider and it is taking time for MSOs to build internal processes to reflect this change in business model. This, coupled with continuing resistance from LCOs, has resulted in delays in implementation of gross billing and rollout of channel packages in phase I and II cities.

MIB has extended the deadlines for phases III and IV of Digital Addressable System (DAS) implementation to 31 December 2015 and 31 December 2016, respectively. DAS rollout in phases III and IV is expected to be more challenging on account of the larger geographical spread, funding requirements and low potential for Average Revenue Per User ('ARPU.') DTH is expected to take the larger share of analog subscribers in phases III and IV than they did in phases I and II given the advantage of DTH in sparsely populated areas and also due to their finances being healthier than those of MSOs. We expect a delay of 12 months in the rollout of STBs in phases III and IV each and expect rollout in phase IV to be largely complete by December 2017. The benefits of digitization in these phases in terms of improved addressability and ARPU is expected to take much longer.

Even though there is 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 - 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 digitise on their own, without being backed by a MSO.

In February 2014, TRAI passed a regulation according to which only broadcasters could enter into interconnection agreements with Distribution Platform Owners (DPOs) such as MSOs and DTH operators. Broadcasters could continue to use channel aggregators as agents and in case an agent acts as an authorised agent of multiple broadcasters, such an agent could not bundle channels or bouquets of multiple broadcasters. This led to most of the major channel aggregators breaking up, since most contracts had to be re-negotiated and allocation of subscription revenues to different broadcasters became challenging.

Carriage fees- Going forward, carriage fees for existing channels is expected to remain stable over the next 2 to 3 years, while the increasing number of channels being carried by each MSOs is expected to result in carriage fee continuing to increase by 10 to 15 per cent for MSOs. Industry participants expect that the MSOs will have to start receiving higher subscription revenues, thus reducing their dependence on carriage, before expecting any further reasonable decline in carriage fees per channel.

### **BROADCASTING REVENUE- ADVERTISING**

The total TV advertising market is estimated to have grown at 14 per cent in 2014 to INR 15500 crore, higher than the 12 per cent projected in our report last year. Going forward, television advertising in India is expected to grow at a CAGR of 14 per cent over 2014 to 19, to reach INR 29900 crore.

The first couple of months of 2014 continued to be affected by the slow economic growth and muted ad spending. However, the general elections and state elections in 8 states, including key states such as Maharashtra and Andhra Pradesh, acted as fuel for TV advertising. Following the general elections, a stable central government and falling oil and food prices resulted in positively changed consumer and business sentiments. As per industry discussions, elections are expected to have contributed INR 400 crore to TV ad revenues in 2014, excluding which TV advertising grew 11 per cent on a like to- like basis.

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 advertisements carried 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 be heard in the Hon'ble Delhi High Court next on 23rd July 2015. In the mean time, the new I&B minister, Shri. Arun Jaitley, has commented that the government is not inclined to interfere in the content or the business of media entities, and that the government is not in favour of a cap on advertising for TV or print media.

In 2014, subscription revenues for broadcasters is estimated to have grown at only 10 per cent to INR 7500 crore, which was significantly lower than expectations. Going forward, subscription revenue is expected to grow at a CAGR of 22 per cent from 2014 to 2019 to INR 20100 crore. Increase in the declared subscriber base and increase in revenue share of broadcasters in the subscription pie is expected to drive up the share of subscription to total broadcaster revenue from 33 per cent in 2014 to 40 percent in 2019.

News genre- 2014 turned out to be a great year for the news genre with the general and state elections providing a boost in the first half of the year. Growth in second half of the year continued, driven by the positive outlook created by a stable government and companies in FMCG, Auto and the BFSI sectors increasing their ad spend. Unlike entertainment channels, the news genre did not see as much of a positive impact from increased ad spending by the e-commerce sector. After almost three years of no significant change in effective ad rates, the News genre saw effective ad rates increasing by 20 to 25 per cent during the year due to the elections. The regional news genre has outperformed national news over the last 3 years and this trend continued in 2014, driven by the national elections as well as state-level elections in Maharashtra, Andhra Pradesh and Haryana.

Though 2014 was an excellent year for the News genre, challenges persist for News broadcasters due to hyper competition, not enough decline in carriage fees and low opportunity for subscription revenues. Apart from the top 2 to 3 channels there is hardly any differentiation, as a result of which ratings are strongly linked to availability of channels and hence the amount of carriage costs incurred. With carriage fees for existing channels expected to remain stable or go up slightly in the short term, profitability of news broadcasters can remain under duress. Given the fragmented nature of the news industry coupled with increasing cost pressures the News genre appears ripe for consolidation. However, industry experts believe that there is limited scope for consolidation in the short term, as non-economic factors play an important role in the industry.

**OTHER DEVELOPMENTS:** Other themes in 2015 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 and the case is still pending. While revenues from commercial establishments is still undermonetised, it is said to contribute 2.7 per cent of the overall subscription revenues of broadcasters.

**New TV audience measurement system from Broadcast Audience Research Council (BARC) to be rolled out in April-**The TV audience measurement system from BARC, 78 proposed as an alternative to the current system being operated by TAM India, is likely to be rolled out in April 2015. There were several reasons for the delay from the earlier launch date of October 2014 are i) the scale of the set-up, ii) technological re-checks to assure completeness to the process and results, iii) data availability issues, iv) cost and v) avoiding plausible anomalies like IRS data 2013 had to face. BARC intends to start operations with 20,000 peplemeters, which is expected to be increased to 50,000 over the next few years. In the first batch 70 per cent of the meters will be in urban markets, and 30 per cent will be in rural markets. Inclusion of markets such as rural India, North East and Jammu and Kashmir in the measurement for the first time and increase in number of households measured, could impact the ratings significantly in some genres. While this would mean broadcasters will be able to monetise on the viewership in previously untapped markets, it could also lead to reshuffling in current rankings of channels.

## DIGITAL MEDIA

The growth in popularity of the new/digital media continued its steady run in 2014. The advent of 4G services, healthy growth in number of 3G subscribers, continued adoption of 2G by masses in the hinterland and concerted efforts by various digital ecosystem players under the Digital India Programme have played a major role to make this possible. Digital ad spends accounted for 10.5 per cent of the total ad spends of INR 41400 crore in India in 2014. Digital media advertising in India grew around 45 per cent in 2014, and continues to grow at a faster rate than any other ad category.

The digital advertising industry grew from INR 3010 crore in 2013 to INR 4350 crore in 2014, a growth of around 45 per cent, driven by a steady growth in ad spends across most digital platforms. It is projected that the share of digital ad spends is going to be around 20 per cent of the total media ad spending in India by 2019 and mobile ad spends will contribute around 3 per cent of the total media spend.

## RADIO

What seemed like a year lost due to further delays in phase III auctions, ended with a phenomenal growth of 17.6 percent. This growth exceeded our earlier estimate and catapulted the industry size in 2014 to INR 1720 crore. The radio industry showed one of the highest growth rates amongst other traditional media segments, and this too, without phase III.

The issue of migration for existing operators from phase II to phase III was also potentially resolved, by extending the deadline for migration to 31 March 2015 after the partial phase III auctions, the price of which would also form the basis of the migration fees. Though some key contentious issues of exorbitant reserve prices for the auctions, the 15 per cent limit on the total number of frequencies that an entity may hold, as well as dearth of new frequencies in the larger markets of A and A+ cities remain, the commencement on phase III provided the required fillip to the industry and reach its full potential.

Allowing news bulletins in private FM channels, fed directly from Prasar Bharti, would provide the necessary impetus to the industry. The Hon'ble Minister for Information and Broadcasting also suggested independent news content to be permitted in future course of time. With the launch of phase III as well as resolution of the minimum spacing issue, it is expected that radio will significantly expand its presence in cities with existing licenses as well as enter new towns.

Phase-III offers exciting opportunities for companies to expand – both into new cities and within cities with a second and even third frequency in the existing large markets. With economic activity increasing in smaller towns, operators have a positive outlook for these markets. Phase III is going to be a game changer for the industry as the medium will enter newer geographies enabling players to tap new audience segments.

## MAJOR IMPLICATIONS

**Geographical expansion-**With phase III, industry will see FM radio increase its reach to 85 per cent of the Indian territory. It is expected to result in the creation of stronger regional networks.

**Radio's share in the M&E Ad Pie-**Phase III will see large players as well as smaller players looking for expansion in Tier 2 and Tier 3 regions. The small operators operating standalone FM channels have a strong understanding of the local markets and advertisers. Local advertisers would want to use radio as a cost effective medium ensuring increase in radio's share in the advertising mix in these areas.

**Inventory utilization and rates-** Inventory utilization of existing stations in metros is estimated to be largely unaffected by phase III. While smaller stations could see a slight reduction initially, they are likely to eventually stabilize. New towns are expected to take some time to fill their inventory. Due to additional inventory, rates are expected to decrease or stay flat.

**Operating efficiency and margins-** Industry experts believe that the operating efficiency and margins are likely to improve with the implementation of phase III. This would be mainly attributed to the improved utilisation rates as well

as expected reduction in the cost of operations from sharing of common infrastructure for stations across several cities.

**Mergers and acquisitions-** The year 2014 and early 2015 saw two big deals happen in the radio space. First was the acquisition of Radio City by the Jagran Prakashan Group and the second was ENIL's acquisition of TV Today group's Oye FM. Oye FM operates in 7 cities and probably fits into ENIL's expansion plan under Phase -III. Although, as already mentioned the clause of minimum lock-in period of 3 years could prove detrimental to the prospect of M&A in the radio industry as companies are not allowed to change their ownership pattern during this period.

### **Copyright Board**

Pursuant to the Copyright Amendments on June 21, 2012, the erstwhile Copyright Board was dissolved in order to reconstitute the same as per the amended provisions of the new Copyright Act. It is unfortunate that almost 2 years have elapsed and till date the Copyright Board has not been reconstituted. Hence, this unreasonable delay in reconstitution of the Copyright Board has led to the unnecessary delay in adjudication of the long pending issues. The Copyright Rules envisages publication of Tariffs that would be payable by a person for exploitation of the content. The landmark judgment dated August 25, 2010 passed by the old Copyright Board specified that the royalty rate be fixed at 1 per cent of the Net Revenue. However, due to the non-functioning of the Copyright Board, the tariffs have not been published. The amendments 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.

Foreign Direct Investment (FDI) in the Radio sector is currently capped at 26 per cent which the industry believes is a major hindrance for the growth of the industry. TRAI's recommendation of increasing the limit to 49 per cent was in coherence with the suggestion of the Finance ministry Panel. The approval would not only entail infusion of capital but will also facilitate transfer of technology, strengthening infrastructure, raising productivity, enhancing competitiveness etc

### **Deal Activities-**

**Television-**The television segment, one of the largest segments in the media and entertainment industry, did not see much deal activity in 2014, in terms of volume. However, this segment constituted 79 per cent of deal activity in terms of value. This is primarily because Reliance Industries Limited (RIL), through Independent Media Trust, acquired control of Network18 Media & Investments Ltd. and its subsidiary TV18 Broadcast Ltd. The transaction will enable RIL's Jio Infocomm to get access to broadcast, digital and e-commerce content for its 4G mobile data services platform.

**Radio-** Large, national level radio operators are gearing up for the much awaited phase III auctions. The third phase of FM expansion is looking to expand the scope of the airwaves to more than 800 stations and nearly 300 cities. Additionally, FM

radio channels will be allowed to carry news bulletins of All India Radio in unchanged form. Moreover, TRAI has recommended increasing FDI limit for FM radio services to 49 per cent. Many players are expected to enter new markets through M&A rather than going through the auction process. This is likely since the cost of setting up and running a station, as well as getting the required licenses is high for smaller players in India.

### **Tax and Regulatory Concerns:**

Tax Deducted at Source (TDS) on various payments by TV channel companies Television broadcasting companies make significant payments to software production houses towards production of TV programs. They also pay placement/carriage fees to DTH operators, multi system operators and various cable operators towards placement/carriage of the channels. The channel companies are of the view that such payments attract TDS under Section 194C of the IT Act at the rate of 2 per cent. However, the tax authorities contend that such payments are liable for TDS at 10 per cent on the ground that the payments are towards technical services/'royalty'. This has resulted in protracted litigation. A suitable clarification by the Central Government to the effect that tax needs to be deducted on the above payments at the rate of 2 per cent and not at the rate of 10 per cent is much needed to put the above controversy to rest.

### **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 commission (i.e. 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. It is imperative that the government issues a clarification on the matter to avoid this litigation.

### **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. The Delhi High Court in the case of TV Today Network Limited affirmed the taxability of payments towards transponder charges as 'royalty' under the IT Act, in view of the retrospectively amended definition of 'royalty'.

However, 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. Having said that, one needs to be mindful of the decision of the Mumbai Tribunal in the case of Viacom 18 Media (P.) Ltd. wherein it was held that post the retrospective amendment in the IT Act, payments for transponder hire charges are taxable as 'royalty' even under the tax treaty.

## Radio Industry

### Key tax issues

- **Deductibility of License fees-**Radio broadcasters are required to pay license fees (one time entry fee and recurring annual fees) to the Central Government as per license terms. The issue that has arisen is whether such fees are in the nature of revenue expenditure to be claimed as deduction in the year in which they are incurred or are in the nature of capital expenditure, entitled to depreciation. Since the annual license fee is payable for each year of operation, it could be allowed as revenue expenditure. Further, the one time entry fee could be allowable as a deduction over the period of license. However, another view is that the payment for the one time entry fee could be treated towards license acquisition, specifically covered as an intangible asset, eligible for depreciation at the rate of 25 per cent. This has resulted in dispute between the taxpayer and the tax authorities. The government could issue a Circular or clarification on this aspect so as to avoid protracted litigation.
- **Service tax on sale of advertisements-** From a service tax perspective, selling space or time slots for advertisements other than advertisements broadcast on radio or television was exempt from the levy of service tax by way of an entry in the negative list. However, the said entry has been amended with effect from 1 October 2014 by the Finance Act 2014 to include only 'selling of space for advertisements in print media'. Thus, the sale of space or timeslots on radio continues to remain liable to service tax in spite of the fact that radio is a cost-free and easy medium of mass communication even to the illiterate population unlike print media. Therefore, the industry is of the view that, the aforesaid benefit of exclusion from the levy of service tax which is granted to print media but not to radio industry, is an unfair treatment to the radio industry. The government may consider extending the benefit to the radio industry as well.'

## OPPORTUNITIES AND THREATS

### OUTLOOK

TV Today Network Limited has shown considerable growth this year and the TV News channels from your company - Aaj Tak, India Today Television, Tez and Dilli Aaj Tak have all shown growth in market share, reach and the credibility they enjoy with the audience. The leadership position of Aaj Tak as the No.1 news channel for the 14th consecutive year

has contributed to the growth in advertising revenue. Aaj Tak has maintained its Leadership among Hindi News Channels in the New Audience Measurement System BARC also with a Market Share of 16.4% (CS 15+ NCCS All, HSM, Wk 21-25'15).

This year your company has launched India Today Television, a 24 hr English News channel that is built on the 40 year legacy of the India Today Gold Standard of journalism. India Today Television has already become the No. 2 Channel with a Market Share of 24.2% (Source: BARC, CS 22+ M NCCS AB 6 Megacities, Wk 21-25'15). The channel was also # 1 on Wk 22'15 and had the highest coverage among English News channels over 5 consecutive Weeks (CS 15+ NCCS AB, 6 Megacities, Wk 21-25'15).

The Hindi News channel "Tez" has grown tremendously on its new peg of 'Boring News Khallas' and has already left behind a lot of established news channels like NDTV India, IBN 7 and News 24. The Delhi focused channel from your company - "Dilli Aaj Tak" is also delivering good ratings with a market share in Delhi of 4.2% (CS 15+ NCCS All, Delhi, Wk 21-25'15). With the contribution made by the channels, TV Today Network was ranked as the No. 1 News Network on 15+ All India 1 Lac+ over Wk 21-25'15 period (Source: BARC Rating System).

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 contribute for the Company in the coming years. Your Company is constantly investing in content as well as marketing & distribution on the basis of detailed research in order to achieve better ratings.

Advertising revenues have grown in 2014 led by election related advertising and the improved macro-economic outlook. The new rating currency of BARC Rating System has ranked Aaj Tak, India Today Television, Tez and Dilli Aaj Tak at very positive ratings. The robust ratings are expected to drive your company towards more growth in the coming times.

As per industry estimates, subscription revenues are expected to see a growth over a period of time, your Company is expected to benefit from increased subscription revenue with the Industry through more transparency and addressable reporting of subscription revenues. Your company's focus towards digital and new media is geared for substantial revenue growth.

## RISK AND CONCERNS

### A. Television

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

The larger MSOs are increasingly depending on technology to improve addressability and collections. Even though customer-level addressability remains a challenge, MSOs are implementing systems to track addressable active STBs and collection at LCO level. There have been several differences between LCOs and MSOs overbilling responsibility, ownership of customers and revenue share formula. However, there is increasing

acceptance among the MSOs that LCOs are integral to their operations and among the LCOs that they do not have access to funding.

#### **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 and 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 TV audience measurement system from BARC proposed as an alternative to the current system has been rolled out this year. Currently, the BARC team is in the process of conducting roadshows with broadcasters and media agencies to explain the workings of the new ratings system while making the new ratings system available to some broadcasters on a pilot basis. While this would mean broadcasters will be able to monetise on the viewership in previously untapped markets, it could also lead to reshuffling in current rankings of channels. As the industry gears up for the launch of the new ratings system some participants are also anxious around the coexistence of two rating systems since in any market only a single currency can exist.

#### **FM Radio**

The Board on February 6, 2015 approved the sale of Radio FM Business (seven radio stations) of the Company subject to regulatory approvals and authorised 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 has further decided to challenge the above referred MIB order with the Delhi High Court.

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 AND SYSTEMS**

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.**

##### **HUMAN RESOURCES**

Your Company's employee strength as on 31st March, 2015 was 1073. Your Company considers human resources to be one of the key elements to sustain competitive advantage in the Media sector. Media organizations are human resource driven; its growth depends upon the quality contribution made by the people in the organization. Therefore your Company recognizes human resource as a key component for facilitating organizational growth. Your Company has continuously worked to create and nurture an organization 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**

**Aroon Purie**  
Chairman & Managing Director  
DIN: 00002794

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

Place: New Delhi  
Date: 12th May, 2015



## REPORT ON CORPORATE GOVERNANCE

### 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) amended the Listing Agreement entered into with the Stock Exchanges, effective on October 1, 2014, 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, 2015, the Board consists of 6 members out of which 3 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 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, 2015 are provided below:

Name of the Director	Category	Board Meetings held during the F.Y. 2014-15	Board Meetings attended during the F.Y. 2014-15	Whether last AGM attended	Directorships in other public limited companies	No. of Memberships/ Chairmanships of other Board Committees	
						Membership	Chairmanship
Mr. Aroon Purie	(Promoter)- Chairman & Managing Director	4	4	Yes	5	NIL	NIL
Ms. Koel Purie Rinchet*	Non – Executive Director	4	3	No	1	NIL	NIL
Mr. Anil Vig	Independent Director	4	3	No	NIL	NIL	NIL
Mr. Rajeev Thakore	Independent Director	4	4	Yes	3	3	3
Mr. Ashok Kapur	Independent Director	4	3	Yes	3	NIL	NIL
Mr. Devajyoti Bhattacharya	Non- Executive Director	4	2	No	1	1	NIL

\*Ms. 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.

**b. Number of Board meetings -**

During the financial year ended March 31, 2015, the Board met four times on May 12, 2014 - meeting adjourned to May 14, 2014, August 01, 2014, November 10, 2014 and February 06, 2015.

**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 Clause 49 of the Listing Agreement.
2. For the purposes of the membership in the committee Chairmanship/membership of Audit Committee and the Stakeholders' Relationship Committee is considered.
3. The Directorship/Membership of Committee(s) of Director, excludes their directorship of Committee(s) in T.V. Today Network Limited.
4. Mr. Aroon Purie is the father of Ms. Koel Purie Rinchet. No other Director is related to any other Director in terms of the definition of relative given in the Companies Act, 2013.

**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 the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges which is also posted on the web-site of the Company ([www.aajtak.intoday.in](http://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 2014-15.

A declaration signed by the Chairman & Managing Director to this effect is attached as Annexure-6 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 are as specified in 177 of the Companies Act, 2013 and also in Clause 49 of the Listing Agreement, as amended from time to time, Terms of reference of the Audit Committee, 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. Qualifications 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 management letters/ letters of internal control weaknesses issued by the Statutory Auditors;

13. 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;
14. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
15. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. 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.
17. 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;
18. Discussion with internal auditors of any significant findings and follow up thereon;
19. 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;
20. Review of internal audit reports relating to internal control weaknesses;
21. The Appointment, removal & terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
22. 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;
23. 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;
24. 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;
25. To review the functioning of the Whistle Blower Mechanism.
26. To review the financial statements, in particular, the investments made by the unlisted subsidiary company.

**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 Clause 49 of the Listing Agreement and comprises of Mr. Ashok Kapur as Chairman and Mr. Rajeev Thakore 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 Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

All members of the Committee are financially literate. Mr. Rajeev Thakore is a 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 four times during the year on May 14, 2014, August 01, 2014, November 10, 2014 and February 06, 2015.

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	4	3
Mr. Rajeev Thakore	Member	4	4
Mr. Anil Vig	Member	4	2

**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 as per Section 188 of the Companies Act, 2013 read with rules made there under along with Clause 49 of Listing Agreement entered into with the Stock Exchanges 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 the Clause 49 of the Listing Agreement entered into with the Stock Exchanges 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 agreement 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	4	4
Mr. Anil Vig	Member	4	3
Mr. Devajyoti Bhattacharya	Member	4	2

Requisite quorum was present in all meetings of the Committee.

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

During the financial year 2014-15, the Nomination and Remuneration Committee met four times i.e. 14th May, 2014, 01st August, 2014, 10th November, 2014 and 06th February, 2015.

**v. Remuneration policy:**

The Committee, pursuant to Section 178 of the Companies Act 2013 and Clause 49 of the Listing Agreement and approved by the Board, has formulated a Nomination & Remuneration Policy, as mentioned below, relating to the remuneration for the directors, key managerial personnel and other employees.

**I. NOMINATION AND REMUNERATION POLICY**

As per the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 Listing Agreement entered into with the Stock Exchanges 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 Clause 49 of the Listing Agreement.

**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 Clause 49 of Listing Agreement.
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 Listing Agreement 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 Listing Agreement.

##### **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 Listing Agreement, 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 Clause 49 of the Listing Agreement, 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 EXECUTIVE 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 Listing Agreement as entered with the Stock Exchanges 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:-

	<b>INDEPENDENT DIRECTORS</b>	<b>OVERALL RATING</b>
•	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	

	<b>NON-INDEPENDENT DIRECTORS/ EXECUTIVE DIRECTORS</b>	<b>OVERALL RATING</b>
•	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	

	<b>NON-INDEPENDENT DIRECTORS/ EXECUTIVE DIRECTORS</b>	<b>OVERALL RATING</b>
•	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:

<b>S. No.</b>	<b>Assessment Criteria</b>	<b>Overall Rating</b>
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?	
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.	

S. No.	Assessment Criteria	Overall Rating
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, Listing Agreement 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.

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

##### (i) Details of remuneration of Mr. AroonPurie, Chairman & Managing Director

No remuneration has been paid to Directors except Mr. AroonPurie, Chairman & Managing Director and Ms. Koel Purie Rinchet, Whole Time Director. 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 Chauffeur 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. 67,084,720.

##### (ii) Ms. Koel Purie Rinchet as Whole time Director as on March 31, 2015

###### Remuneration

Particulars	Annual (Rs)
Salary	72,55,708
Perquisites	39,600
Bonus	NIL
Stock options	NIL
Performance linked incentive, along with performance criteria	25,92,000

Service Contract - 24th May, 2010 to 23rd May, 2015 which is further extended by the board of Director's till 27th June 2015 as a whole time director subject to shareholders approval in the 16th annual general meeting. After 27th June 2015 she will be non executive director as she has resigned as whole time director from the board 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, Ms. Koel Purie Rinchet is at liberty to resign from the services upon 3 month's notice or payment of salary in lieu thereof.

##### (iii) 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.

##### Shares held by Non-executive Directors as on 31st March, 2015

Name of the Director	No. of Shares held
Mr.Rajeev Thakore	300
Mr. Anil Vig	NIL
Mr. Ashok Kapur	NIL
Mr. Devajyoti Bhattacharya	NIL

#### III. Stakeholders' Relationship Committee:

##### i. Composition of the Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee comprises of Mr. Anil Vig, Independent Director, as Chairman and Ms. Koel Purie Rinchet and Mr. Ashok Kapur, 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 Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

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

Dr. Puneet Jain, Head- Legal & Compliances & Company Secretary & Vice President- Internal Audit is the Compliance Officer.

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

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

**4. General Body meetings:**

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

Financial Year	Date	Time	Venue	Details of special resolutions passed, if any
2013-2014	20.08.2014	3.00 P.M.	Airforce Auditorium, Subroto Park, DhaulaKuan, New Delhi-110010	Yes, Alteration of Articles of Association
2012-2013	22.08.2013	3.00 P.M.	Airforce Auditorium, Subroto Park, DhaulaKuan, New Delhi-110010	None
2011-2012	22.08.2012	3.00 P.M.	Airforce Auditorium, Subroto Park, DhaulaKuan, New Delhi-110010	None

**ii. Postal Ballot**

No Special Resolution was passed last year through Postal Ballot.

**5. Disclosures:**

- i. The details of related party transaction with the Company are given in Note No. 36 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.
- 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.

**6. 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](http://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.

**7. General Shareholder information:**

**i. Annual General Meeting**

Date : August 20, 2015  
 Venue : The Airforce Auditorium, Subroto Park, DhaulaKuan, New Delhi-110010.  
 Time : 3:00 P.M.

**ii. Financial Calendar:**

The next financial year 2015-16 ends on March 31, 2016. The tentative dates for approval of un-audited financial results are as follows:

Quarter ending June 30, 2015: upto August 14, 2015.  
 Quarter ending September 30, 2015: upto November 14, 2015.

Quarter ending December 31, 2015: upto February 14, 2016.

Quarter ending March 31, 2016: upto May 14, 2016 (un audited)/upto May 30, 2016 (audited).

### iii. Book closure

The register of members and share transfer records of the Company shall remain closed from August 7, 2015 to August 20, 2015. (both days inclusive)

### iv. Dividend Payment Date:

Dividend, if any, declared in the forthcoming Annual General Meeting will be paid on or after 24th August, 2015.

### 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
Bombay Stock Exchange Limited	532515
National Stock Exchange of India Ltd.	TVTODAY

Listing fee for the Financial Year ended March 31, 2015, 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.

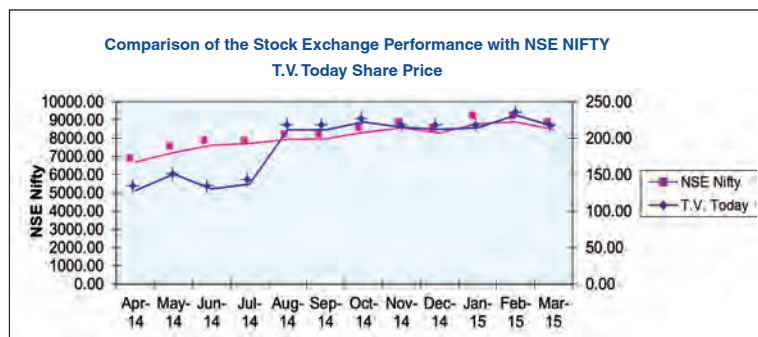
### vi. Market Price Data

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, 2015 were as follows:

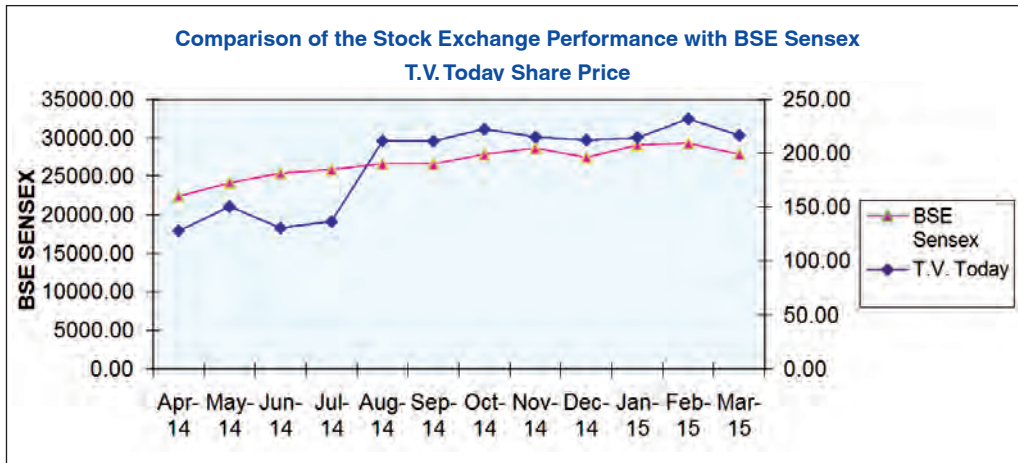
Month	BSE		NSE	
	High	Low	High	Low
April 2014	137.10	116.90	137.20	116.25
May 2014	154.95	116.00	155.90	115.80
June 2014	154.40	122.00	154.80	123.65
July 2014	144.95	119.30	145.10	119.05
August 2014	226.85	134.00	226.80	133.60
September 2014	244.00	198.05	243.85	197.00
October 2014	227.95	202.00	228.00	203.00
November 2014	259.00	185.40	259.35	184.85
December 2014	228.00	191.10	228.00	192.50
January 2015	239.40	200.75	239.65	200.00
February 2015	261.85	212.00	262.00	211.80
March 2015	243.75	200.00	243.80	199.45

(Source: www.bseindia.com) (Source: 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**

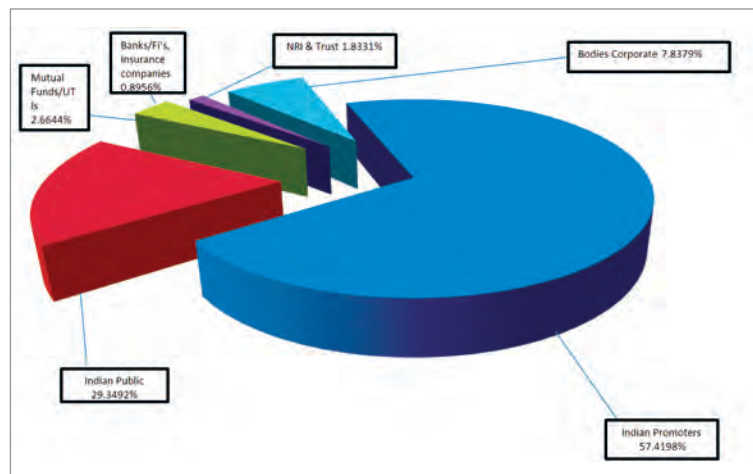
F-65, Okhla Industrial Area  
Phase-I, New Delhi-110020  
Ph. 011-41406149/51-52  
Fax No. 011-41709881  
E-mail: admin@mcsdel.com

**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, 2015**

Sr. No.	Shareholders	%
1.	Indian Promoters	57.4198
2.	Mutual Funds/ UTI	2.6644
3.	Banks/ FI's, Insurance Companies	0.8956
4.	Bodies Corporate	7.8379
5.	Indian Public	29.3492
6.	NRI & Trust	1.8331
	<b>Total</b>	<b>100.00</b>



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

As on March 31, 2015, 99.99% of the Company's total equity shares representing 5,96,40,598 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 'B1' 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@ajtak.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.

**8. CEO and CFO certification**

As required by Clause 49 of the Listing Agreement, the CEO and CFO had provided certification.



## Annexure-6

### DECLARATION ON THE COMPLIANCE WITH THE CODE OF CONDUCT

In compliance with the provisions of revised Clause 49 of the Listing Agreement for Equity, 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 conformed to and complied with the Code during the financial year 2014-15.

Place: New Delhi  
Date : 12th May, 2015

Ashish Kumar Bagga  
Chief Executive Officer

## Annexure-7

### AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members,  
T.V. Today Network Limited

We have examined the compliance requirements of Corporate Governance by T.V. Today Network Limited ('the Company'), for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with stock exchange(s) in India.

The compliance requirements of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information, and according to the explanation given to us and based on the representation/s made by the Company and its management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates  
Company secretaries

Sd/-  
Sakshi Seth  
Partner

Place: New Delhi  
Date : 12th May, 2015

M. No. ACS 20740  
COP 8050

## **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, 2015, 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 auditor's 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, and its profit and its cash flows for the year ended on that date.

#### **Emphasis of Matter**

9. We draw attention to Note 40 of the financial statements regarding the carrying value of investment in Mail Today Newspapers Private Limited (Mail Today) amounting to Rs. 455,212,482, which is considered appropriate by the management based on the guarantee received from the holding company, Living Media India Limited, for indemnifying any loss to the Company arising from the sale of the said investment. The appropriateness of the carrying value of the said investment is dependent on the continuance of the guarantee till the date of sale of investment and availability of funds to indemnify the loss. 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, 2015', 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 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2015 on its financial position in its standalone financial statements – Refer Note 19;
  - ii. The Company does not have derivative contracts and in respect of other long-term contracts there are no material foreseeable losses as at March 31, 2015;
  - 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, 2015.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

Sd/-

Sougata Mukherjee  
Partner

Membership Number 57084

Place: Gurgaon  
Date: May 12, 2015

## Annexure 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, 2015

- 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.
- 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 or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. The Company's operations do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- 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. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, 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 regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added 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, wealth-tax, duty of customs, value added tax, cess which have not been deposited on account of any dispute. The particulars of dues of service tax as at March 31, 2015 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. 93,804,477 (including interest of Rs. 35,239,126 and penalty of Rs. 28,072,911)	FY 2006-07 to FY 2011-12	Customs, Excise and Service Tax Appellate Tribunal

- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. 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 dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or

financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.

- xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- xii. 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 on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

Sd/-

Sougata Mukherjee

Partner

Membership Number 57084

Place: Gurgaon  
Date: May 12, 2015

**BALANCE SHEET AS AT MARCH 31, 2015**

	Note	As at	
		March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	2	298,243,075	297,440,575
Reserves and surplus	3	4,201,388,637	3,493,189,827
<b>Sub - total</b>		<b>4,499,631,712</b>	<b>3,790,630,402</b>
<b>Non-current liabilities</b>			
Other long-term liabilities	4	17,849,059	18,427,625
Long-term provisions	5	109,180,155	105,701,870
<b>Sub - total</b>		<b>127,029,214</b>	<b>124,129,495</b>
<b>Current liabilities</b>			
Short-term borrowings	6	67,258,112	-
Trade payables	7	676,289,943	516,882,212
Other current liabilities	8	339,691,277	475,612,158
Short-term provisions	9	114,223,487	78,895,572
<b>Sub - total</b>		<b>1,197,462,819</b>	<b>1,071,389,942</b>
<b>Total</b>		<b>5,824,123,745</b>	<b>4,986,149,839</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	10	1,975,720,996	2,105,881,722
Intangible assets	11	376,524,553	45,098,225
Capital work-in-progress		30,807,185	19,169,644
Non-current investments	12	456,712,482	456,712,482
Deferred tax assets (net)	13	157,315,341	157,040,057
Long-term loans and advances	14	62,880,068	55,922,623
<b>Sub - total</b>		<b>3,059,960,625</b>	<b>2,839,824,753</b>
<b>Current assets</b>			
Trade receivables	15	1,405,823,404	1,103,489,808
Cash and bank balances	16	945,101,254	570,365,086
Short-term loans and advances	17	398,551,691	465,827,137
Other current assets	18	14,686,771	6,643,055
<b>Sub - total</b>		<b>2,764,163,120</b>	<b>2,146,325,086</b>
<b>Total</b>		<b>5,824,123,745</b>	<b>4,986,149,839</b>

The 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

For and on behalf of the Board

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

sd/-  
**Dr. Puneet Jain**  
Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit

**Dinesh Bhatia**  
Chief Financial Officer

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
Chairman and  
Managing Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

	Note	Year ended	
		March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Revenue from operations	22	4,765,616,768	3,894,436,048
Other income	23	226,900,814	116,988,832
<b>Total revenue</b>		<b>4,992,517,582</b>	<b>4,011,424,880</b>
Expenses:			
Production cost	24	544,613,272	408,488,131
Employee benefits expense	25	1,168,131,271	929,733,311
Finance costs	27	14,773,511	35,901,427
Depreciation and amortization expense	28	300,220,737	241,794,681
Other expenses	29	1,736,007,783	1,463,499,093
<b>Total expenses</b>		<b>3,763,746,574</b>	<b>3,079,416,643</b>
<b>Profit before tax</b>		<b>1,228,771,008</b>	<b>932,008,237</b>
Tax expense			
Current tax [including Rs. 17,603,228 (previous year Rs. 2,255,162) relating to earlier year]		416,103,226	308,235,364
Deferred tax [including Rs. (-) 18,000,541 (previous year Rs. 556,047) relating to earlier year]		2,340,230	10,592,422
<b>Profit for the year</b>		<b>810,327,552</b>	<b>613,180,451</b>
Earnings per equity share:	33		
[Nominal value per share: Rs. 5 (Previous Year Rs. 5)]			
Basic		13.60	10.31
Diluted		13.60	10.31

The 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**  
Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit

**Dinesh Bhatia**  
Chief Financial Officer

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
Chairman and  
Managing Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>A. Cash flow from operating activities</b>		
Profit before taxation	1,228,771,008	932,008,237
Adjustments for:		
Depreciation	240,113,455	216,902,240
Amortisation	60,107,282	24,892,441
Employee stock option scheme	(280,531)	(674,496)
Provision for doubtful debts and advances	86,217,400	91,020,876
Provisions / liabilities written back to the extent no longer required	(111,343,340)	(34,527,453)
Provision for wealth tax	353,029	249,734
Loss / (profit) on sale of tangible assets (net)	88,456	(1,274,393)
Fixed assets written off	1,473,320	-
Interest income	(78,554,051)	(42,840,279)
Interest and other finance costs	14,773,511	35,901,427
Operating profit before working capital changes	1,441,719,539	1,221,658,334
Changes in working capital:		
Increase / (decrease) in other long-term liabilities	(1,598,822)	(14,154,818)
Increase / (decrease) in long-term provisions	3,478,285	(79,160)
Increase / (decrease) in trade payables	228,128,765	(53,088,287)
Increase / (decrease) in other current liabilities	68,581,403	119,023,255
Increase / (decrease) in short-term provisions	(2,539,505)	(1,900,209)
(Increase) / decrease in long-term loans and advances	(2,141,309)	(16,184,010)
(Increase) / decrease in trade receivables	(337,986,167)	(229,462,351)
(Increase) / decrease in other bank balances	(267,955,886)	(8,603)
(Increase) / decrease in short-term loans and advances	40,276,168	109,548,038
(Increase) / decrease in other current assets	(1,198,917)	8,965,467
Cash generated from operations	1,168,763,554	1,144,317,656
Taxes paid (net of refunds)	(389,353,707)	(338,942,219)
<b>Net cash generated from operating activities</b>	<b>779,409,847</b>	<b>805,375,437</b>
<b>B. Cash flow from investing activities</b>		
Purchase of tangible / intangible assets	(571,311,000)	(80,454,986)
Sale of tangible assets	4,342,097	9,861,780
Interest received	73,313,784	39,970,922
<b>Net cash used in investing activities</b>	<b>(493,655,119)</b>	<b>(30,622,284)</b>



**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>C. Cash flow from financing activities</b>		
Proceeds from share allotment under employee stock option scheme	11,466,175	1,869,525
Repayments of long-term borrowings	(172,800,000)	(162,000,000)
Proceeds from short-term borrowings	67,258,112	-
Repayment of short-term borrowings	-	(266,895,653)
Interest and other finance costs	(15,249,303)	(36,183,795)
Dividend paid	(59,529,228)	(44,583,858)
Dividend distribution tax	(10,120,202)	(7,578,489)
<b>Net cash used in financing activities</b>	<b>(178,974,446)</b>	<b>(515,372,270)</b>
<b>Net increase in cash and cash equivalents</b>	<b>106,780,282</b>	<b>259,380,883</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>549,209,127</b>	<b>289,828,244</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>655,989,409</b>	<b>549,209,127</b>
<b>Cash and cash equivalents comprise of:</b>		
Cash on hand	1,130,704	569,317
Cheques on hand	-	2,349,991
Bank balances		
In current accounts	153,877,025	286,289,819
Term deposits (less than 3 months maturity)	500,981,680	260,000,000
<b>Total</b>	<b>655,989,409</b>	<b>549,209,127</b>

The 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

sd/-  
**Dr. Puneet Jain**  
*Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit*

**Dinesh Bhatia**  
*Chief Financial Officer*

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
*Chairman and  
Managing Director*

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

## 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) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

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.

Till last year, depreciation on these assets used to be provided for at the rates mentioned in Schedule XIV of the Companies Act, 1956. Had the earlier years' basis been followed, depreciation for the year would have been lower by Rs. 48,803,683. Further, based on the transitional provisions as per Note 7(b) of Schedule II of such Act, an amount of Rs. 5,079,444 (net of deferred tax of Rs. 2,615,514) has been adjusted against opening balance of retained earnings

- 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 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.

### 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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 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.

### **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 on the basis of generally accepted accounting principles in accordance with the guidelines of Securities and Exchange Board of India and guidance note issued by the Institute of Chartered Accountants of India.

### **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.

### **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, 2015 Amount (Rs.)	March 31, 2014 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:		
59,648,615 (previous year 59,488,115) equity shares of Rs. 5 each	298,243,075	297,440,575
Subscribed and paid-Up:		
59,648,615 (previous year 59,488,115) equity shares of Rs. 5 each (fully paid-up)	298,243,075	297,440,575
<b>Total</b>	<b>298,243,075</b>	<b>297,440,575</b>

#### (a) Reconciliation of number of shares

##### Equity Shares :

	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
Balance as at the beginning of the year	59,488,115	297,440,575	59,456,615	297,283,075
Add: Shares issued under Employee Stock Option Plan	160,500	802,500	31,500	157,500
<b>Balance as at the end of the year</b>	<b>59,648,615</b>	<b>298,243,075</b>	<b>59,488,115</b>	<b>297,440,575</b>

#### (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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Equity shares:</b>		
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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Equity shares:		
Living Media India Limited, the holding company	33,954,333 (56.92%)	33,954,333 (57.08%)
Reliance Capital Limited, India	-	5,828,705 (9.80%)

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

Refer note 26 for details of shares to be issued under the Employee Stock Options Plan

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**(f) Shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding March 31, 2015)**

	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
(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 26)	31,500	-	-	9,000	27,500
(iii) Aggregate number and class of shares bought back by the Company - equity shares of Rs. 5 each					203,752

**3. Reserves and Surplus**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Employee Stock Options Outstanding</b>		
Options granted till date	3,037,500	4,440,000
Less: Options forfeited	382,500	930,000
Less: Transfer to securities premium on exercise of stock options during the year	2,205,000	472,500
	450,000	3,037,500
Less: Deferred employee stock compensation	-	101,969
<b>Balance as at the end of the year</b>	<b>450,000</b>	<b>2,935,531</b>
<b>General Reserve</b>		
Balance as at the beginning of the year	743,029,332	693,029,332
Add: Transferred from surplus in Statement of Profit and Loss during the year	-	50,000,000
<b>Balance as at the end of the year</b>	<b>743,029,332</b>	<b>743,029,332</b>
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	525,618,719	523,434,194
Add: Transferred from stock options outstanding	2,205,000	472,500
Add: Received on issue of equity shares	10,663,675	1,712,025
<b>Balance as at the end of the year</b>	<b>538,487,394</b>	<b>525,618,719</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	2,221,606,245	1,728,023,914
Profit for the year	810,327,552	613,180,451
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	89,472,923	59,488,115
Dividend distribution tax on proposed dividend on equity shares	17,889,322	10,110,005
Transfer to general reserve	-	50,000,000
Adjustment on account of revision in useful life of fixed assets [refer note 1(d)]	5,079,444	-
<b>Balance as at the end of the year</b>	<b>2,919,421,911</b>	<b>2,221,606,245</b>
<b>Total</b>	<b>4,201,388,637</b>	<b>3,493,189,827</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 4. Other Long-Term Liabilities

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Security deposits	11,628,681	13,721,183
Lease equalization	6,220,378	4,706,442
<b>Total</b>	<b>17,849,059</b>	<b>18,427,625</b>

### 5. Long-Term Provisions

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Provision for employee benefits: (Refer note 25)		
Provision for gratuity	5,764,076	-
Provision for compensated absences	41,132,103	46,022,056
Other provisions: (Refer note 19)		
Provision for litigation / disputes	62,283,976	59,679,814
<b>Total</b>	<b>109,180,155</b>	<b>105,701,870</b>

Provisions:	Litigations / Disputes	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Balance as at the beginning of the year	59,679,814	48,276,437
Additions	2,604,162	11,403,377
Balance as at the end of the year	62,283,976	59,679,814
Classified as non-current:	62,283,976	59,679,814
<b>Total</b>	<b>62,283,976</b>	<b>59,679,814</b>

Provision for litigation/dispute represents claim against the Company not acknowledged as debts that are expected to materialize in respect of matter in litigation.

### 6. Short-Term Borrowings

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Secured:</b>		
Cash credit facility from bank [refer note (a) below]	67,258,112	-
Working capital loan repayable on demand from bank [refer note (b) below]	-	-
<b>Total</b>	<b>67,258,112</b>	<b>-</b>

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

(b) Working capital loan has been secured by charge on book debts of the Company (both present and future), on a first pari passu basis with another bank.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**7. Trade Payables**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Trade payables (refer note 39)	676,289,943	516,882,212
<b>Total</b>	<b>676,289,943</b>	<b>516,882,212</b>

**8. Other Current Liabilities**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Current maturities of long-term debt	-	172,800,000
Interest accrued but not due on borrowings	-	475,792
Income received in advance	6,845,118	6,278,903
Unpaid dividends [refer note (a) below]	1,374,847	1,355,959
Advances from customers	111,633,154	107,986,301
Employee benefits payable	158,831,788	95,911,069
Statutory dues (including provident fund and tax deducted at source)	25,671,746	28,556,842
Others	35,334,624	62,247,292
<b>Total</b>	<b>339,691,277</b>	<b>475,612,158</b>

(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 enforced.

**9. Short-Term Provisions**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Provision for employee benefits: (Refer note 25)		
Provision for compensated absences	6,508,213	9,047,718
Other provisions:		
Provision for wealth tax	353,029	249,734
Provision for proposed dividend on equity shares	89,472,923	59,488,115
Provision for dividend distribution tax on proposed dividend on equity shares	17,889,322	10,110,005
<b>Total</b>	<b>114,223,487</b>	<b>78,895,572</b>



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**10. Tangible Assets**

Particulars	Gross Block			Depreciation			Net Block	
	April 1, 2014 Rs.	Additions Rs.	Disposals Rs.	March 31, 2015 Rs.	For the year Rs.*	Disposals Rs.	March 31, 2015 Rs.	March 31, 2014 Rs.
Leasehold land	120,359,050	-	-	120,359,050	1,647,743	-	16,488,014	103,871,036
Building	900,449,104	-	61,912	900,387,192	24,376,368	5,700	48,390,111	851,997,081
Leasehold improvements	98,051,911	888,190	-	98,940,101	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	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	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	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	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	9,985,638	7,294,329	37,786,698	27,733,371
<b>Total</b>	<b>3,746,277,668</b>	<b>128,764,012</b>	<b>75,896,786</b>	<b>3,799,144,894</b>	<b>247,808,406</b>	<b>64,780,454</b>	<b>1,823,423,898</b>	<b>1,975,720,996</b>
<b>Previous Year</b>	<b>3,636,644,579</b>	<b>182,121,642</b>	<b>72,488,553</b>	<b>3,746,277,668</b>	<b>216,902,240</b>	<b>63,901,166</b>	<b>1,640,395,946</b>	<b>2,105,881,722</b>

\* 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 [refer note 1(d)].

**11. Intangible Assets**

Particulars	Gross Block			Amortisation			Net Block	
	April 1, 2014 Rs.	Additions Rs.	Disposals Rs.	March 31, 2015 Rs.	For the year Rs.	Disposals Rs.	March 31, 2015 Rs.	March 31, 2014 Rs.
Production software	132,764,020	2,227,875	8,259,226	126,732,669	12,810,295	4,359,174	118,751,025	7,981,644
Computer software	11,184,724	5,705,787	-	16,890,511	1,928,442	-	10,339,802	6,550,709
CTI site BECIL	47,018,578	-	-	47,018,578	6,618,545	-	33,776,378	13,242,200
Digital rights (refer note 41)	-	387,500,000	-	387,500,000	38,750,000	-	38,750,000	348,750,000
<b>Total</b>	<b>190,967,322</b>	<b>395,433,662</b>	<b>8,259,226</b>	<b>578,141,758</b>	<b>60,107,282</b>	<b>4,359,174</b>	<b>201,617,205</b>	<b>376,524,553</b>
<b>Previous Year</b>	<b>189,306,622</b>	<b>1,660,700</b>	<b>-</b>	<b>190,967,322</b>	<b>24,892,441</b>	<b>-</b>	<b>145,869,097</b>	<b>45,098,225</b>
								<b>68,329,966</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**12. Non-Current Investments**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Trade Investments (valued at cost)</b>		
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	<b>1,500,000</b>	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 (Refer note 40)	<b>455,212,482</b>	455,212,482
	<b>456,712,482</b>	456,712,482
<b>Aggregate amount of unquoted investments</b>	<b>456,712,482</b>	456,712,482

**13. Deferred Tax Assets (Net)**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Deferred tax assets</b>		
Provision for doubtful debts and advances	<b>88,503,786</b>	77,178,209
Provision for gratuity and compensated absences	<b>13,835,956</b>	10,383,207
Provision for bonus	<b>548,096</b>	595,860
Other disallowances under section 40(a) of the Income Tax Act	<b>106,845,050</b>	96,310,675
Other timing differences	<b>1,171,200</b>	-
<b>Deferred tax liability</b>		
Depreciation	<b>53,588,747</b>	27,427,894
<b>Total</b>	<b>157,315,341</b>	157,040,057

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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Unsecured, considered good (unless otherwise stated) :</b>		
Capital Advances		
- Considered good	<b>6,129,010</b>	878,349
- Considered doubtful	<b>1,046,249</b>	1,046,249
Less: Allowance for doubtful capital advances	<b>1,046,249</b>	1,046,249
Security Deposits		
To related party	<b>2,999,829</b>	1,954,329
To others		
- Considered good	<b>41,681,661</b>	34,357,800
- Considered doubtful	<b>434,525</b>	-
Less: Allowance for doubtful security deposits	<b>434,525</b>	-
Advances recoverable in cash or kind	<b>1,169,144</b>	1,920,197
Other loans and advances		
- Balances with Government Authorities	<b>299,422</b>	298,861
- Prepaid expenses	<b>10,601,002</b>	16,513,087
<b>Total</b>	<b>62,880,068</b>	55,922,623

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 15. Trade Receivables

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	160,691,435	105,644,940
Others	1,245,131,969	997,844,868
Unsecured, considered doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	180,217,069	160,855,435
Others	59,172,622	42,881,684
Less: Provision for doubtful debts	239,389,691	203,737,119
<b>Total</b>	<b>1,405,823,404</b>	<b>1,103,489,808</b>

### 16. Cash and Bank Balances

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Cash and cash equivalents</b>		
Cash on hand	1,130,704	569,317
Cheques on hand	-	2,349,991
Bank balances		
In current accounts	153,877,025	286,289,819
Term deposits (less than 3 months maturity)	500,981,680	260,000,000
	655,989,409	549,209,127
Other bank balances		
- Long-term deposits with maturity more than 3 months but less than 12 months*	287,736,998	19,800,000
- Unpaid dividend account	1,374,847	1,355,959
	289,111,845	21,155,959
<b>Total</b>	<b>945,101,254</b>	<b>570,365,086</b>

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

### 17. Short-Term Loans and Advances

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Unsecured, considered good, unless otherwise stated:</b>		
Security deposits	3,425,579	5,252,938
Other loans and advances		
- Advance income tax [Net of provision of Rs. 2,013,528,916 (Previous Year Rs. 1,597,425,690)]	259,874,873	286,874,128
- 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	29,851,504	31,479,906
- Others		
- Considered good	104,319,309	141,139,739
- Considered doubtful	12,331,249	12,331,249
Less: Allowance for doubtful other loans and advances	12,331,249	12,331,249
<b>Total</b>	<b>398,551,691</b>	<b>465,827,137</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**18. Other Current Assets**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Unsecured, considered good (unless otherwise stated) :		
Interest accrued on deposits	<b>8,939,718</b>	3,699,450
Claims Recoverable		
- Considered good	<b>5,747,053</b>	2,943,605
- Considered doubtful	<b>2,950,194</b>	2,950,194
Less: Allowance for doubtful other current assets	<b>2,950,194</b>	2,950,194
<b>Total</b>	<b>14,686,771</b>	6,643,055

**19. Contingent Liabilities**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Claims against the Company not acknowledged as debts:</b>		
Income Tax matters :	<b>7,071,751</b>	3,499,211
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.		
Service Tax matters :	<b>93,804,477</b>	-
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 their counsel, no liability is likely to arise on account of such demand notice.		
Other Matters :		
(1) Claim from Prasar Bharti towards uplinking charges :- Provision made in the books on an estimated basis (refer note 5) is Rs. 62,283,976 (previous year Rs. 59,679,814). In the opinion of the management, based on its understanding of the case and as advised by their counsel, the provision made in the books is considered to be adequate.	<b>20,291,134</b>	18,989,020
(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. 3,542,604 (previous year Rs. 2,531,401). In the opinion of the management, based on its understanding of the case and as advised by their counsel, the liability recorded in the books is considered to be adequate.	<b>21,586,956</b>	17,733,300
(3) The Company has received legal notice 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.	-	-
<b>Guarantees:</b>		
Bank guarantees	<b>22,840,279</b>	23,083,379
(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.		

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 20. Capital Commitments

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Estimated value of contracts in capital account remaining to be executed	17,458,640	20,846,479
<b>Total</b>	<b>17,458,640</b>	<b>20,846,479</b>

### 21. Proposed Dividend

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
The final dividend proposed for the year is as follows:		
On equity shares of Rs. 5 each		
Amount of dividend proposed	89,472,923	59,488,115
Dividend per equity share	1.50	1.00

### 22. Revenue from Operations

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Sale of Services		
Advertisement income	4,353,685,718	3,549,353,792
Subscription income	378,679,170	332,468,079
Income from digital business	14,666,970	-
Other Operating Revenue		
Fees from training	14,516,117	12,364,382
SMS income	165,802	249,795
Income from sale of animations	3,902,991	-
<b>Total</b>	<b>4,765,616,768</b>	<b>3,894,436,048</b>

### 23. Other Income

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Interest income	78,554,051	42,840,279
Profit on sale of tangible assets (net)	-	1,274,393
Provisions / liabilities written back to the extent no longer required	111,343,340	34,527,453
Lease rentals	32,063,988	32,063,988
Miscellaneous income	4,939,435	6,282,719
<b>Total</b>	<b>226,900,814</b>	<b>116,988,832</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**24. Production Cost**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Reporting expenses	115,182,141	80,948,529
Up-linking charges	27,506,243	19,375,393
Assignment charges	18,547,013	3,681,785
Production expenses	265,319,930	175,160,804
Subscription	12,919,119	19,524,565
Transponder lease rentals	103,844,388	102,540,547
Programme procurement	1,294,438	7,256,508
<b>Total</b>	<b>544,613,272</b>	<b>408,488,131</b>

**25. Employee Benefits Expense**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Salaries, wages and bonus	1,098,341,166	883,846,786
Contribution to provident and other funds [refer note (I) below]	39,575,735	35,956,213
Gratuity [refer note (II) below]	14,197,389	4,339,950
Employee stock option scheme (refer note 26)	(280,531)	(674,496)
Staff welfare expenses	16,297,512	6,264,858
<b>Total</b>	<b>1,168,131,271</b>	<b>929,733,311</b>

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>I Defined Contribution Plans</b>		
Amount recognized in the Statement of Profit and Loss		
- Employer's contribution to Provident Fund	29,227,673	29,595,899
- Employer's contribution to Employees' Pension Scheme, 1995	10,260,140	6,261,295
- Employer's contribution to Employees' State Insurance Scheme	87,922	99,019
<b>Total</b>	<b>39,575,735</b>	<b>35,956,213</b>

**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, 2015	March 31, 2014
Discount rate (per annum)	7.80%	9.10%
Rate of increase in compensation levels (per annum)	6.50%	6.50%
Expected rate of return on plan assets (for gratuity - per annum)	8.99%	8.75%
Remaining working lives of employees (years)	22.12	22.56

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, 2015	March 31, 2014
Balance at the beginning of the year	63,490,903	70,612,749
Interest cost	5,777,672	5,649,019
Current service cost	10,850,629	8,710,302
Benefits paid	(7,383,011)	(15,196,092)
Actuarial (gain) / loss on obligation	6,069,259	(6,285,075)
<b>Balance at the end of the year</b>	<b>78,805,452</b>	<b>63,490,903</b>

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

	As at	
	March 31, 2015	March 31, 2014
Balance at the beginning of the year	55,069,773	68,452,520
Interest cost	3,872,898	5,476,202
Current service cost	8,768,078	8,881,621
Curtailment cost *	(12,510,454)	-
Benefits paid	(4,100,474)	(8,037,751)
Actuarial (gain) / loss on obligation	(3,459,505)	(19,702,819)
<b>Balance at the end of the year</b>	<b>47,640,316</b>	<b>55,069,773</b>

\* 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, 2015	March 31, 2014
Balance at the beginning of the year	65,750,365	74,952,699
Expected return on plan assets	5,753,157	6,970,601
Actuarial gain / (loss)	487,552	(976,843)
Contributions	8,433,313	-
Benefits paid	(7,383,011)	(15,196,092)
<b>Balance at the end of the year</b>	<b>73,041,376</b>	<b>65,750,365</b>

**(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, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Present value of defined benefit obligation	78,805,452	63,490,903	70,612,749	63,987,131	58,035,914
Less: Fair value of plan assets	73,041,376	65,750,365	74,952,699	69,141,754	60,756,746
Net asset / (liability) recognized in balance sheet [under long-term provisions (refer note 5)]	(5,764,076)	Nil *	4,339,950	5,154,623	2,720,832

\* 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.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**(ii) Compensated Absences (Unfunded)**

	As At				
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Present value of other long-term employee benefit obligation	47,640,316	55,069,774	68,452,520	67,892,523	68,393,741
Less: Fair value of plan assets	-	-	-	-	-
Net asset / (liability) recognized in balance sheet	(47,640,316)	(55,069,774)	(68,452,520)	(67,892,523)	(68,393,741)
<b>Recognized under :</b>					
Long-term provisions (refer note 5)	41,132,103	46,022,056			
Short-term provisions (refer note 9)	6,508,213	9,047,718			
<b>Total</b>	47,640,316	55,069,774			

**(E) Experience Adjustments on Plan Assets and Liabilities**

	Year ended				
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Experience adjustments on plan assets - (loss) / gain					
- Gratuity (funded)	487,552	(976,843)	-	(165,475)	-
Experience adjustments on plan liabilities - (loss) / gain					
- Gratuity (funded)	190,403	1,633,489	(14,801)	(463,223)	78,385
- Compensated absences (unfunded)	2,977,378	15,428,660	(5,606,157)	8,748,026	1,552,338

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

	Year ended	
	March 31, 2015	March 31, 2014
Current service cost	10,850,629	8,710,302
Interest cost	5,777,672	5,649,019
Expected return on plan assets	(5,753,157)	(6,970,601)
Net actuarial (gain) / loss	5,581,707	(5,308,232)
<b>Total expense</b>	16,456,851**	2,080,488*

\* Represents difference between opening net asset (Rs. 4,339,950) and closing net asset (Rs. 2,259,462 - 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).

\*\* Actual expense for the year is Rs. 14,197,389, i.e., lower by Rs. 2,259,462 on account of net asset not recognized in the previous year, as mentioned above.

	Year ended	
	March 31, 2015	March 31, 2014
<b>(ii) Compensated Absences (Unfunded)</b>		
Current service cost	8,768,078	8,881,621
Interest cost	3,872,898	5,476,202
Curtailement cost *	(12,510,454)	-
Net actuarial (gain) / loss	(3,459,505)	(19,702,819)
<b>Total expense</b>	(3,328,983)	(5,344,996)

\* 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, 2015	March 31, 2014
Total of plan assets *	73,041,376	65,750,365

\* 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, 2015	March 31, 2014
Actual return on plan assets	6,240,709	5,993,758

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

	Year ended	
	March 31, 2015	March 31, 2014
Gratuity	10,214,024	5,971,095
Compensated absences	9,406,494	8,059,574

**26. 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 SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and 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. (-) 280,531 (Previous Year Rs. (-) 674,496) as expense during the year. Further, the liability as at March 31, 2015 in respect of Employee Stock Options Outstanding is Rs. 450,000 (Previous Year Rs. 3,037,500). The balance deferred compensation expense of Rs. Nil (Previous Year Rs. 101,969) will be amortized over the remaining vesting period of options.

**The movement in the options granted to employees during the year ended March, 31 2015 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.)	25,500	10,000	-	55,000	5,000	7,500	100,000
Options granted during the year (nos.)	-	-	-	-	-	-	-
Options forfeited during the year (nos.)	-	-	-	7,500	5,000	-	-
Options exercised during the year (nos.)	25,500	-	-	35,000	-	-	100,000
Options expired during the year (nos.)	-	-	-	-	-	-	-
Options outstanding at the end of the year (nos.)	-	10,000	-	12,500	-	7,500	-
Options exercisable at the end of the year (nos.)	-	10,000	-	12,500	-	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. 71.44 per equity share.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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](http://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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Profit after tax (Rs.)	<b>810,327,552</b>	613,180,451
Less: Additional employee compensation cost based on fair value	<b>284,264</b>	1,609,765
Profit after tax as per Fair Value Method	<b>810,043,288</b>	611,570,686
Earnings per share (EPS)		
Basic		
Number of shares	<b>59,574,539</b>	59,460,844
Basic EPS as reported (Rs.) (Refer note 33)	<b>13.60</b>	10.31
Proforma Basic EPS (Rs.)	<b>13.60</b>	10.29
Diluted		
Number of shares	<b>59,578,758</b>	59,495,326
Diluted EPS as reported (Rs.) (Refer note 33)	<b>13.60</b>	10.31
Proforma Diluted EPS (Rs.)	<b>13.60</b>	10.28

**27. Finance Costs**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Interest on long-term borrowings	<b>12,729,627</b>	31,638,506
Interest on short-term borrowings	<b>89,871</b>	500,344
Interest on shortfall of advance tax	-	2,113,091
Other borrowing costs	<b>1,954,013</b>	1,649,486
<b>Total</b>	<b>14,773,511</b>	35,901,427

**28. Depreciation and Amortization Expense**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Depreciation on tangible assets	<b>240,113,455</b>	216,902,240
Amortisation on intangible assets	<b>60,107,282</b>	24,892,441
<b>Total</b>	<b>300,220,737</b>	241,794,681

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 29. Other Expenses

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Advertising, distribution and sales promotion	929,578,072	812,457,581
Power and fuel	78,972,415	74,713,214
Rent	48,620,015	48,018,764
Repairs to building	1,243,079	1,689,222
Repairs to machinery	46,326,895	45,430,231
Repairs - others	16,618,298	15,352,665
Insurance	16,606,404	13,873,431
Rates and taxes	14,569,412	1,744,416
Travelling expenses	137,940,235	93,286,126
Payment to auditors (excluding service tax)		
As auditor:		
Audit fee	3,500,000	3,500,000
Tax audit fee	300,000	300,000
Other services	1,500,000	1,500,000
Reimbursement of expenses	528,112	509,603
Expenditure towards Corporate Social Responsibility (CSR) activities	9,325,944	-
Legal and professional fees	41,130,360	27,673,831
Printing and stationery	5,187,284	3,693,594
Communication expenses	32,836,247	24,872,718
Car hire charges	70,139,101	60,251,614
Housekeeping	52,690,864	47,923,145
Vehicle running and maintenance	3,255,312	4,333,869
Agency incentive	74,517,875	35,391,786
Freight and courier	3,229,564	3,186,868
Guard services	22,170,854	20,408,754
Newspapers and periodicals	7,992,295	7,106,545
Business promotion	13,392,295	9,593,188
Software expenses	3,367,317	3,364,247
Net loss on foreign currency transaction and translation	671,502	5,125,046
Net loss on sale of tangible assets	88,456	-
Fixed assets written off	1,473,320	-
Provision for doubtful debts and advances	86,217,400	91,020,876
Bad debts	1,260,430	-
Miscellaneous expenses	10,758,426	7,177,759
<b>Total</b>	<b>1,736,007,783</b>	<b>1,463,499,093</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**30. CIF Value of Imports**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Capital goods	45,536,119	12,928,839
<b>Total</b>	<b>45,536,119</b>	<b>12,928,839</b>

**31. Expenditure in Foreign Currency**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Foreign travel	15,759,008	6,749,646
Production cost	129,125,107	120,583,023
Repair and maintenance	15,085,838	2,664,361
Other expenses	21,040,105	3,740,673
<b>Total</b>	<b>181,010,058</b>	<b>133,737,703</b>

**32. Earnings in Foreign Currency**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Advertisement income	65,189,164	53,535,124
Subscription income	59,374,918	52,468,078
<b>Total</b>	<b>124,564,082</b>	<b>106,003,202</b>

**33. Earnings Per Share (EPS)**

Particulars		Year ended	
		March 31, 2015	March 31, 2014
<b>Basic</b>			
Profit after tax (Rs.)	A	810,327,552	613,180,451
Weighted average number of shares outstanding	B	59,574,539	59,460,844
Basic EPS (Rs.)	A / B	13.60	10.31
<b>Diluted</b>			
Profit after tax (Rs.)	A	810,327,552	613,180,451
Weighted average number of shares outstanding	B	59,574,539	59,460,844
Add: Weighted average number of potential equity shares on account of employee stock options	C	4,219	34,482
Weighted average number of shares outstanding for diluted EPS	D (B+C)	59,578,758	59,495,326
Diluted EPS (Rs.)	A / D	13.60	10.31
Face value per share (Rs.)		5	5

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Other Disclosures

#### 34. Investments

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

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Long Term Investments</b>		
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 40)	455,212,482	455,212,482
<b>Total investments</b>	<b>456,712,482</b>	456,712,482
<b>Disclosed Under:</b>		
Non-current investments (Refer note 12)	456,712,482	456,712,482
<b>Total</b>	<b>456,712,482</b>	456,712,482

#### 35. Segment Reporting

The Company has considered the business segment as the primary reporting segment on the basis that the risks and returns of the Company are primarily determined by the nature of services. Consequently, the geographical segment has been considered as a secondary segment.

The business segments have been identified on the basis of :

- the nature of services
- the risks and returns
- internal organization and management structure and
- the internal performance reporting systems

The business segments comprise of the following :

- Television Broadcasting
- Radio Broadcasting

The Company has determined its operations in India as its single reportable geographical segment.

Particulars	As at March 31, 2015			As at March 31, 2014		
	Television Broadcasting	Radio Broadcasting	Total	Television Broadcasting	Radio Broadcasting	Total
<b>Segment revenue</b>						
Advertisement income	4,198,915,684	154,770,034	4,353,685,718	3,395,565,685	153,788,107	3,549,353,792
Subscription income	378,679,170	-	378,679,170	332,468,079	-	332,468,079
Income from digital business	14,666,970	-	14,666,970	-	-	-
Other operating income	18,584,910	-	18,584,910	12,614,177	-	12,614,177
Other allocable income	139,229,401	9,117,362	148,346,763	74,166,212	(17,659)	74,148,553
<b>Segment result - profit / (loss)</b>	<b>1,267,116,150</b>	<b>(92,799,738)</b>	<b>1,174,316,412</b>	<b>1,037,451,346</b>	<b>(112,381,961)</b>	<b>925,069,385</b>
Unallocated corporate expenses			(9,325,944)			-
Interest expense			(14,773,511)			(35,901,427)
Interest income			78,554,051			42,840,279
<b>Profit before tax</b>			<b>1,228,771,008</b>			932,008,237
Income tax expense			(418,443,456)			(318,827,786)
<b>Profit after tax</b>			<b>810,327,552</b>			613,180,451

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Particulars	As at March 31, 2015			As at March 31, 2014		
	Television Broadcasting	Radio Broadcasting	Total	Television Broadcasting	Radio Broadcasting	Total
<b>Other information</b>						
Segment assets	5,013,545,651	171,034,374	5,184,580,025	4,435,531,649	212,810,806	4,648,342,455
Unallocated corporate assets			1,410,753,454			1,038,277,018
Advance tax (net of provision)			260,955,299			287,954,554
Deferred tax assets (net)			157,315,341			157,040,057
Less: inter-segment assets			1,189,480,374			1,145,464,245
<b>Total assets</b>			<b>5,824,123,745</b>			<b>4,986,149,839</b>
Segment liabilities	1,055,091,111	1,282,289,807	2,337,380,918	883,912,834	1,211,865,069	2,095,777,903
Unallocated corporate liabilities			176,591,489			245,205,779
Shareholders' funds			4,499,631,712			3,790,630,402
Less: Inter-segment liabilities			1,189,480,374			1,145,464,245
<b>Total liabilities</b>			<b>5,824,123,745</b>			<b>4,986,149,839</b>
Capital expenditure	529,982,583	5,852,632	535,835,215	117,112,278	1,052,620	118,164,898
Depreciation and amortisation included in segment expense	273,696,866	26,523,871	300,220,737	213,999,206	27,795,475	241,794,681
Non-cash expenditure other than depreciation and amortization included in segment expense	59,876,120	26,060,749	<b>85,936,869</b>	70,651,985	19,694,395	<b>90,346,380</b>

**36. Related Party Disclosures**
**(a) Names of related parties and nature of relationship**

## (i) Where control exists:

Holding company:

Living Media India Limited

Ultimate holding company:

World Media Private Limited (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:

 Thomson Press (India) Limited  
 Today Merchandise Private Limited  
 Radio Today Broadcasting Limited  
 Mail Today Newspapers Private Limited  
 World Media Trading Limited  
 ITAS Media Private Limited  
 Today Retail Network Private Limited  
 Mr. Aroon Purie (Managing Director)  
 Ms. Koel Purie Rinchet (Whole Time Director)  
 Care Today Fund

Key management personnel (KMP):

Entity over which Key Management Personnel (KMP) exercise significant influence

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(b) Transactions / Balances	Holding Company		Fellow Subsidiaries		KMP		Entity over which KMP exercise significant influence	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Purchase of advertisement space / material (refer note c)	39,602,500	17,440,000	16,656,552	-	-	-	-	-
Advertisement income (refer notes c and d)	106,136,845	43,990,781	6,058,677	4,098,881	-	-	-	-
Agency commission paid (refer note c)	16,134,788	6,934,610	-	-	-	-	-	-
Income from digital business (refer note c)	16,479,808	-	-	-	-	-	-	-
Transfer of proportionate share of revenue from composite contracts	-	-	11,950,000	-	-	-	-	-
Interest free security deposit paid	1,045,500	592,427	-	-	-	-	-	-
Management fee paid (refer note c)	20,149,896	674,160	-	-	-	-	-	-
Purchase of India Today diaries (refer note c)	189,280	540,924	-	-	-	-	-	-
IPTV income shared with related party (refer note c)	1,129,164	3,614,501	-	-	-	-	-	-
Income from sale of online T.V. Today Media Institute prospectus (refer note c)	581,747	194,483	-	-	-	-	-	-
Purchase of fixed assets (refer note c)	435,395,000	165,285	23,630	22,416	-	-	-	-
Sale of fixed assets	-	1,007,415	-	-	-	-	-	-
SMS income (refer note c)	186,296	280,670	-	-	-	-	-	-
Expenditure towards Corporate Social Responsibility (CSR) activities and other donations	-	-	-	-	-	-	11,080,344	-
Rent charged by related parties for use of common facilities / utilities (refer notes c and d)	21,629,806	19,428,191	374,435	360,822	-	-	-	-
Rent charged to related parties for use of common facilities / utilities (refer note c)	52,408,694	51,958,956	9,997,452	9,910,464	-	-	-	-
Miscellaneous inter-company services received from related parties and other charges paid	4,720,477	3,355,046	2,626,669	2,422,267	-	-	-	-
Miscellaneous inter-company services rendered to related parties and other charges received	1,479,207	3,940,136	205,992	402,430	-	-	1,160	-
Remuneration/commission paid	-	-	-	-	77,270,828	58,040,488	-	-
Dividend paid	33,954,333	25,465,750	-	-	211,374	157,351	-	-
<b>Balance as at year end</b>	<b>8,754,125</b>	<b>11,879,753</b>	<b>13,440,020</b>	<b>1,463,142</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Trade payables	-	-	-	-	67,339,415	51,851,334	-	-
Other current liabilities	-	-	-	-	-	-	-	-
Trade receivables	153,516,854	78,712,723	9,240,004	12,830,517	-	-	-	-

Notes:-

- a There were no transactions during the year and previous year except dividend amounting to Rs. 1,666 (previous year Rs. 1,250) paid during the year.
- b Expenses paid on behalf of subsidiary, recoverable as at balance sheet date Rs. 56,788 (previous year Rs. 395,225).
- c The figures include sales tax / service tax, as applicable.
- d Advertisement income from and rent paid to holding company include Rs. 53,782,631 (previous year Rs. 23,115,362) and Rs. 3,535,617 (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.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**(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, 2015	March 31, 2014	March 31, 2015	March 31, 2014
<b>(i) Purchase of advertisement space / material</b>				
Fellow subsidiary: Mail Today Newspapers Private Limited	<b>16,656,552</b>	-	<b>(4,726,456)</b>	10,675,033
<b>(ii) Transfer of proportionate share of revenue from composite contracts</b>				
Fellow subsidiary: Mail Today Newspapers Private Limited	<b>11,950,000</b>	-	-	-
<b>(iii) Rent charged to related parties for use of common facilities / utilities</b>				
Fellow subsidiary: Mail Today Newspapers Private Limited	<b>9,997,452</b>	9,910,464	-	-
<b>(iv) Miscellaneous inter-company services received from related parties and other charges paid</b>				
Fellow subsidiary: Thomson Press (India) Limited	<b>2,537,589</b>	2,042,761	<b>(377,170)</b>	(1,276,937)
<b>(v) Remuneration paid #</b>				
Aroon Purie	<b>67,084,720</b>	49,438,641	<b>(64,229,015)</b>	(49,259,334)
Koel Purie Rinchet	<b>10,186,108</b>	8,601,847	<b>(3,110,000)</b>	(2,592,000)
(#) As gratuity and compensated absences are computed for all the employees in aggregate, the amounts relating to the key management personnel cannot be individually identified.				

**37. 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. 48,620,015 (previous year Rs. 48,018,764).

With respect to non-cancellable operating leases, the future minimum lease payments are as follows:-

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Not later than one year	<b>22,323,828</b>	26,252,182
Later than one year and not later than five years	<b>45,800,903</b>	71,966,927
Later than five years	-	11,585,788
<b>Total</b>	<b>68,124,731</b>	109,804,897

**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

### 38. Unhedged Foreign Currency Exposure

The Company does not have any derivative instruments. The particulars of unhedged foreign currency exposures as at the Balance Sheet date are as follows:

Particulars	Currency	As at March 31, 2015		As at March 31, 2014	
		Amount (FC)	Exchange Rate	Amount (FC)	Exchange Rate
Other current liabilities	Euro	-	-	187,550	82.57
	USD	424,475	62.59	170,233	60.09
Trade receivables	GBP	195,810	92.45	177,388	99.85
	Euro	433	67.51	433	82.57
	AED	6,402	17.02	7,372	16.26
	AUD	17,488	48.07	21,041	55.25
	CAD	20,953	49.45	9,190	54.01
	USD	349,023	62.59	342,445	60.09

### 39. 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, 2015. 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.

40. 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 with respect to content as well as value to its advertisers. 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 also through purchase from existing shareholders at a cost of Rs. 455,212,482. Though, Mail Today is presently incurring losses, the Company is confident of its long-term strategic value and it has also 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, based on which the carrying value of the said investment is considered appropriate.

41. The Company has decided to enter into digital news space to tap significant growth potential and business opportunity in digital news industry. Consequently, the Company has acquired digital rights of its news channels from its holding company, Living Media India Limited, for a consideration of Rs. 387,500,000. Such consideration has been recognized as an intangible asset (refer note 11), to be amortized over a period of 10 years.

### 42. 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

For and on behalf of the Board

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

sd/-  
**Dr. Puneet Jain**  
Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
Chairman and  
Managing Director

**Dinesh Bhatia**  
Chief Financial Officer

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

## 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, 2015, 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 respectively 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, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. 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, 2015, 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 40 of the financial statements regarding the carrying value of investment in Mail Today Newspapers Private Limited (Mail Today) amounting to Rs. 455,212,482, which is considered appropriate by the management based on the guarantee received from the holding company, Living Media India Limited, for indemnifying any loss to the Company arising from the sale of the said investment. The appropriateness of the

carrying value of the said investment is dependent on the continuance of the guarantee till the date of sale of investment and availability of funds to indemnify the loss. Our conclusion is not qualified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary company, incorporated in India, (Refer Note 1(b) to the consolidated financial statements), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. As required by Section 143(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 company.
  - (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 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company, incorporated in India, none of the directors of the Group companies, incorporated in India, is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2015 on the consolidated financial position of the Group – Refer Note 19 to the consolidated financial statements.
  - ii. The Group did not have any derivative contracts and in respect of other long-term contracts, there are no material foreseeable losses as at March 31, 2015.
  - 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, incorporated in India, during the year ended March 31, 2015.

For Price Waterhouse  
Firm Registration NO.: 301112E  
*Chartered Accountants*

Sd/-  
**Sougata Mukherjee**  
*Partner*

Place: Gurgaon  
Date: May 12, 2015

**Membership Number 57084**

## ANNEXURE 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 Limited on the consolidated financial statements as of and for the year ended March 31, 2015

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

The subsidiary, incorporated in India, did not hold any fixed assets during the year ended March 31, 2015. Therefore, the provisions of Clause 3(i) of the Order are not applicable to the subsidiary.

- (b) The fixed assets are physically verified by the Management of the Holding Company 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 aforesaid Holding Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management of the aforesaid Holding Company during the year and no material discrepancies have been noticed on such verification.

The subsidiary, incorporated in India, did not hold any fixed assets during the year ended March 31, 2015. Therefore, the provisions of Clause 3(i) of the Order are not applicable to the subsidiary.

- ii. The Holding Company and its subsidiary, incorporated in India, are 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 such Holding Company and its subsidiary.
- iii. The Holding Company and its subsidiary, incorporated in India, have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Holding Company and its subsidiary.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the nature of its business for the purchase of fixed assets and for the sale of services. The Company's operations do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the aforesaid

Holding Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

The subsidiary, incorporated in India, has not purchased any inventory or fixed asset and has also not sold any good or service during the year ended March 31, 2015. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the subsidiary.

- v. The Holding Company and its subsidiary, incorporated in India, have 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. We have broadly reviewed the books of account maintained by the Holding Company, incorporated in India, in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and based on such review, 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.

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 subsidiary.

- vii. (a) In our opinion, and according to the information and explanations given to us and the records of the Holding Company and the subsidiary company, incorporated in India, examined by us, the Holding Company and its subsidiary are regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added 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 Holding Company and subsidiary company, incorporated in India, examined by us, there are no dues of income-tax, sales-tax, wealth-tax, duty of customs, duty of excise, value added tax, cess, which have not been deposited on account of any dispute. The particulars of dues of service tax as at March 31, 2015, which have not been deposited on account of a dispute, are as follows:-

Name of the Company	Relationship	Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
T.V. Today Network Limited	Holding Company	Finance Act, 1994	Service tax	Rs. 93,804,477 (including interest of Rs. 35,239,126 and penalty of Rs. 28,072,911)	F.Y. 2006-07 to F.Y. 2011-12	Customs, Excise and Service Tax Appellate Tribunal

(c) The amount required to be transferred to Investor Education and Protection Fund by the Holding Company has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

There are no amounts required to be transferred by the subsidiary company, incorporated in India, to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

viii. The Holding Company and its subsidiary, incorporated in India, have no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

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

As the subsidiary, incorporated in India, does not have any borrowings from any financial institution or bank nor have they issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the aforesaid subsidiary.

x. In our opinion, and according to the information and explanations given to us, the Holding Company and its subsidiary, incorporated in India, have not given any guarantee for loans taken by others from banks or

financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the aforesaid Holding Company and its subsidiary.

xi. In our opinion, and according to the information and explanations given to us, the term loans obtained by the Holding Company have been applied, on an overall basis, for the purposes for which they were obtained.

The subsidiary, incorporated in India, has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the aforesaid subsidiary.

xii. During the course of our examination of the books and records of the Holding 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 on or by the Holding Company and its subsidiary, incorporated in India, noticed or reported during the year, nor have we been informed of any such case by the respective Managements of the aforesaid Holding Company and its subsidiary.

For Price Waterhouse  
Firm Registration NO.: 301112E  
Chartered Accountants

Sd/-  
Sougata Mukherjee

Place: Gurgaon  
Date: May 12, 2015

Partner  
Membership Number 57084

**BALANCE SHEET (CONSOLIDATED) AS AT MARCH 31, 2015**

	Note	As at	
		March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	2	298,243,075	297,440,575
Reserves and surplus	3	4,201,829,191	3,493,611,965
<b>Sub - total</b>		<b>4,500,072,266</b>	<b>3,791,052,540</b>
<b>Non-current liabilities</b>			
Other long-term liabilities	4	17,849,059	18,427,625
Long-term provisions	5	109,180,155	105,701,870
<b>Sub - total</b>		<b>127,029,214</b>	<b>124,129,495</b>
<b>Current liabilities</b>			
Short-term borrowings	6	67,258,112	-
Trade payables	7	676,404,013	516,996,283
Other current liabilities	8	339,691,277	475,612,158
Short-term provisions	9	114,223,487	78,895,572
<b>Sub - total</b>		<b>1,197,576,889</b>	<b>1,071,504,013</b>
<b>Total</b>		<b>5,824,678,369</b>	<b>4,986,686,048</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	10	1,975,720,996	2,105,881,722
Intangible assets	11	376,524,553	45,098,225
Capital work-in-progress		30,807,185	19,169,644
Non-current investments	12	455,212,482	455,212,482
Deferred tax assets (net)	13	157,315,341	157,040,057
Long-term loans and advances	14	62,880,068	55,922,623
<b>Sub - total</b>		<b>3,058,460,625</b>	<b>2,838,324,753</b>
<b>Current assets</b>			
Trade receivables	15	1,405,766,616	1,103,094,583
Cash and bank balances	16	947,188,556	572,631,908
Short-term loans and advances	17	398,534,937	465,803,029
Other current assets	18	14,727,635	6,831,775
<b>Sub - total</b>		<b>2,766,217,744</b>	<b>2,148,361,295</b>
<b>Total</b>		<b>5,824,678,369</b>	<b>4,986,686,048</b>

The 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

For and on behalf of the Board

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

sd/-  
**Dr. Puneet Jain**  
Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit

**Dinesh Bhatia**  
Chief Financial Officer

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
Chairman and  
Managing Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

**STATEMENT OF PROFIT AND LOSS (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2015**

	Note	Year ended	
		March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Revenue from operations	22	<b>4,765,616,768</b>	3,894,436,048
Other income	23	<b>227,077,161</b>	117,198,146
<b>Total revenue</b>		<b>4,992,693,929</b>	4,011,634,194
Expenses:			
Production cost	24	<b>544,613,272</b>	408,488,131
Employee benefits expense	25	<b>1,168,131,271</b>	929,733,311
Finance costs	27	<b>14,776,134</b>	35,905,346
Depreciation and amortization expense	28	<b>300,220,737</b>	241,794,681
Other expenses	29	<b>1,736,108,600</b>	1,463,570,619
<b>Total expenses</b>		<b>3,763,850,014</b>	3,079,492,088
<b>Profit before tax</b>		<b>1,228,843,915</b>	932,142,106
Tax expense			
Current tax [including Rs. 17,603,228 (previous year Rs. 2,255,162) relating to earlier year]		<b>416,157,717</b>	308,300,042
Deferred tax [including Rs. (-) 18,000,541 (previous year Rs. 556,047) relating to earlier year]		<b>2,340,230</b>	10,592,422
<b>Profit for the year</b>		<b>810,345,968</b>	613,249,642
Earnings per equity share:	33		
[Nominal value per share: Rs. 5 (Previous Year Rs. 5)]			
Basic		<b>13.60</b>	10.31
Diluted		<b>13.60</b>	10.31

The 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**  
Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit

**Dinesh Bhatia**  
Chief Financial Officer

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
Chairman and  
Managing Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

**CASH FLOW STATEMENT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2015**

	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>A. Cash flow from operating activities</b>		
Profit before taxation	1,228,843,915	932,142,106
Adjustments for:		
Depreciation	240,113,455	216,902,240
Amortisation	60,107,282	24,892,441
Employee stock option scheme	(280,531)	(674,496)
Provision for doubtful debts and advances	86,217,400	91,020,876
Provisions / Liabilities written back to the extent no longer required	(111,343,340)	(34,527,453)
Provision for wealth tax	353,029	249,734
Loss / (profit) on sale of tangible assets (net)	88,456	(1,274,393)
Fixed assets written off	1,473,320	-
Interest income	(78,730,398)	(43,049,593)
Interest and other finance costs	14,776,134	35,905,346
Operating profit before working capital changes	1,441,618,722	1,221,586,808
Changes in working capital:		
Increase / (decrease) in other long-term liabilities	(1,598,822)	(14,154,818)
Increase / (decrease) in long-term provisions	3,478,285	(79,160)
Increase / (decrease) in trade payables	228,128,765	(53,074,828)
Increase / (decrease) in other current liabilities	68,581,403	119,023,256
Increase / (decrease) in short-term provisions	(2,539,505)	(1,900,209)
(Increase) / decrease in long-term loans and advances	(2,141,309)	(16,184,010)
(Increase) / decrease in trade receivables	(338,324,605)	(229,360,178)
(Increase) / decrease in other bank balances	(267,735,508)	(183,120)
(Increase) / decrease in short-term loans and advances	40,276,168	109,548,038
(Increase) / decrease in other current assets	(1,198,917)	8,965,467
Cash generated from operations	1,168,544,677	1,144,187,246
Taxes paid (net of refunds)	(389,415,067)	(339,004,047)
<b>Net cash generated from operating activities</b>	<b>779,129,610</b>	<b>805,183,199</b>
<b>B. Cash flow from investing activities</b>		
Purchase of tangible / intangible assets	(571,311,000)	(80,454,986)
Sale of tangible assets	4,342,097	9,861,780
Interest received	73,637,989	40,166,032
<b>Net cash used in investing activities</b>	<b>(493,330,914)</b>	<b>(30,427,174)</b>



## CASH FLOW STATEMENT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2015

	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>C. Cash flow from financing activities</b>		
Proceeds from share allotment under employee stock option scheme	11,466,175	1,869,525
Proceeds from long-term borrowings	-	-
Repayments of long-term borrowings	(172,800,000)	(162,000,000)
Proceeds from short-term borrowings	67,258,112	-
Repayment of short-term borrowings	-	(266,895,653)
Interest and other finance costs	(15,252,411)	(36,187,039)
Dividend paid	(59,529,228)	(44,583,858)
Dividend distribution tax	(10,120,202)	(7,578,489)
<b>Net cash used in financing activities</b>	<b>(178,977,554)</b>	<b>(515,375,514)</b>
<b>Net increase in cash and cash equivalents</b>	<b>106,821,142</b>	<b>259,380,511</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>549,240,942</b>	<b>289,860,431</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>656,062,084</b>	<b>549,240,942</b>
<b>Cash and cash equivalents comprise of:</b>		
Cash on hand	1,132,129	570,782
Cheques on hand	-	2,349,991
Bank balances		
In current accounts	153,948,275	286,320,169
Term deposits (less than 3 months maturity)	500,981,680	260,000,000
<b>Total</b>	<b>656,062,084</b>	<b>549,240,942</b>

The 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

sd/-  
**Dr. Puneet Jain**  
*Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit*

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
*Chairman and  
Managing Director*

**Dinesh Bhatia**  
*Chief Financial Officer*

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

## 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) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

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, 2015	Shareholding as at March 31, 2014
T.V. Today Network (Business) Limited	Subsidiary	100%	100%

#### 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.

Till last year, depreciation on these assets used to be provided for at the rates mentioned in Schedule XIV of the Companies Act, 1956. Had the earlier years' basis been followed, depreciation for the year would have been lower by Rs. 48,803,683. Further, based on the transitional provisions as per Note 7(b) of Schedule II of such Act, an amount of Rs. 5,079,444 (net of deferred tax of Rs. 2,615,514) has been adjusted against opening balance of retained earnings.

- 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.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 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 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.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### **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.

### **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 on the basis of generally accepted accounting principles in accordance with the guidelines of Securities and Exchange Board of India and guidance note issued by the Institute of Chartered Accountants of India.

### **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.

### **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, 2015 Amount (Rs.)	March 31, 2014 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:		
59,648,615 (previous year 59,488,115) equity shares of Rs. 5 each	298,243,075	297,440,575
Subscribed and paid-Up:		
59,648,615 (previous year 59,488,115) equity shares of Rs. 5 each (fully paid-up)	298,243,075	297,440,575
<b>Total</b>	<b>298,243,075</b>	<b>297,440,575</b>

#### (a) Reconciliation of number of shares

Equity Shares :	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Amount (Rs.)	Number of Shares	Amount (Rs.)
Balance as at the beginning of the year	59,488,115	297,440,575	59,456,615	297,283,075
Add: Shares issued under Employee Stock Option Plan	160,500	802,500	31,500	157,500
<b>Balance as at the end of the year</b>	<b>59,648,615</b>	<b>298,243,075</b>	<b>59,488,115</b>	<b>297,440,575</b>

#### (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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Equity shares:</b>		
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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Equity shares:</b>		
Living Media India Limited, India, the holding company	33,954,333 (56.92%)	33,954,333 (57.08%)
Reliance Capital Limited, India	-	5,828,705 (9.80%)

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

Refer note 26 for details of shares to be issued under the Employee Stock Options Plan

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

<b>(f) Shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash (during 5 years immediately preceding March 31, 2015)</b>					
	<b>March 31, 2014</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>	<b>March 31, 2010</b>
(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	-
	<b>March 31, 2014</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>	<b>March 31, 2010</b>
(ii) Equity shares issued under the Employee Stock Option Plan as consideration for services rendered by employees (refer note 26)	31,500	-	-	9,000	27,500
	<b>March 31, 2014</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>	<b>March 31, 2010</b>
(iii) Aggregate number and class of shares bought back by the Company - equity shares of Rs. 5 each	-	-	-	-	203,752

**3. Reserves and Surplus**

<b>Particulars</b>	<b>As at</b>	
	<b>March 31, 2015 Amount (Rs.)</b>	<b>March 31, 2014 Amount (Rs.)</b>
<b>Employee Stock Options Outstanding</b>		
Options granted till date	<b>3,037,500</b>	4,440,000
Less: Options forfeited	<b>382,500</b>	930,000
Less: Transfer to securities premium on exercise of stock options during the year	<b>2,205,000</b>	472,500
	<b>450,000</b>	3,037,500
Less: Deferred employee stock compensation	-	101,969
<b>Balance as at the end of the year</b>	<b>450,000</b>	2,935,531
<b>General Reserve</b>		
Balance as at the beginning of the year	<b>743,029,332</b>	693,029,332
Add: Transferred from surplus in Statement of Profit and Loss during the year	-	50,000,000
<b>Balance as at the end of the year</b>	<b>743,029,332</b>	743,029,332
<b>Securities Premium Account</b>		
<b>Balance as at the beginning of the year</b>	<b>525,618,719</b>	523,434,194
Add: Transferred from stock options outstanding	<b>2,205,000</b>	472,500
Add: Received on issue of equity shares	<b>10,663,675</b>	1,712,025
<b>Balance as at the end of the year</b>	<b>538,487,394</b>	525,618,719
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	<b>2,222,028,383</b>	1,728,376,861
Profit for the year	<b>810,345,968</b>	613,249,642
Less: Appropriations		
Dividend on equity shares for previous year	<b>60,000</b>	-
Dividend distribution tax on dividend for previous year	<b>10,197</b>	-
Proposed dividend on equity shares for the year	<b>89,472,923</b>	59,488,115
Dividend distribution tax on proposed dividend on equity shares	<b>17,889,322</b>	10,110,005
Transfer to general reserve	-	50,000,000
Adjustment on account of revision in useful life of fixed assets [refer note 1(e)]	<b>5,079,444</b>	-
<b>Balance as at the end of the year</b>	<b>2,919,862,465</b>	2,222,028,383
<b>Total</b>	<b>4,201,829,191</b>	3,493,611,965

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 4. Other Long-Term Liabilities

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Security deposits	11,628,681	13,721,183
Lease equalization	6,220,378	4,706,442
<b>Total</b>	<b>17,849,059</b>	<b>18,427,625</b>

### 5. Long-Term Provisions

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Provision for employee benefits: (Refer note 25)		
Provision for gratuity	5,764,076	-
Provision for compensated absences	41,132,103	46,022,056
Other provisions: (Refer note 19)		
Provision for litigations / disputes	62,283,976	59,679,814
<b>Total</b>	<b>109,180,155</b>	<b>105,701,870</b>

Provisions:	Litigations / Disputes	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Balance as at the beginning of the year	59,679,814	48,276,437
Additions	2,604,162	11,403,377
Balance as at the end of the year	62,283,976	59,679,814
Classified as non-current:	62,283,976	59,679,814
<b>Total</b>	<b>62,283,976</b>	<b>59,679,814</b>

Provision for litigation/dispute represents claim against the Company not acknowledged as debts that are expected to materialize in respect of matter in litigation.

### 6. Short-Term Borrowings

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Secured:</b>		
Cash credit facility from bank [refer note (a) below]	67,258,112	-
Working capital loan repayable on demand from bank [refer note (b) below]	-	-
<b>Total</b>	<b>67,258,112</b>	<b>-</b>

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

(b) Working capital loan has been secured by charge on book debts of the Company (both present and future), on a first pari passu basis with another bank.

### 7. Trade Payables

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Trade payables (Refer note 39)	676,404,013	516,996,283
<b>Total</b>	<b>676,404,013</b>	<b>516,996,283</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**8. Other Current Liabilities**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Current maturities of long-term debt	-	172,800,000
Interest accrued but not due on borrowings	-	475,792
Income received in advance	<b>6,845,118</b>	6,278,903
Unpaid dividends [refer note (a) below]	<b>1,374,847</b>	1,355,959
Advances from customers	<b>111,633,154</b>	107,986,301
Employee benefits payable	<b>158,831,788</b>	95,911,069
Statutory dues (including provident fund and tax deducted at source)	<b>25,671,746</b>	28,556,842
Others	<b>35,334,624</b>	62,247,292
<b>Total</b>	<b>339,691,277</b>	475,612,158

(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 enforced.

**9. Short-Term Provisions**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Provision for employee benefits: (Refer note 25)		
Provision for compensated absences	<b>6,508,213</b>	9,047,718
Other provisions:		
Provision for wealth tax	<b>353,029</b>	249,734
Provision for proposed dividend on equity shares	<b>89,472,923</b>	59,488,115
Provision for dividend distribution tax on proposed dividend on equity shares	<b>17,889,322</b>	10,110,005
<b>Total</b>	<b>114,223,487</b>	78,895,572



**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**10. Tangible Assets**

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	105,518,779
Building	900,449,104	-	61,912	900,387,192	24,019,443	24,376,368	5,700	48,390,111	851,997,081	876,429,661
Leasehold improvements	98,051,911	888,190	-	98,940,101	92,102,428	1,685,469	-	93,787,897	5,152,204	5,949,483
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	824,037,561
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	72,857,821
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	89,389,473
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	111,579,936
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	20,119,008
<b>Total</b>	<b>3,746,277,668</b>	<b>128,764,012</b>	<b>75,896,786</b>	<b>3,799,144,894</b>	<b>1,640,395,946</b>	<b>247,808,406</b>	<b>64,780,454</b>	<b>1,823,423,898</b>	<b>1,975,720,996</b>	<b>2,105,881,722</b>
<b>Previous Year</b>	<b>3,636,644,579</b>	<b>182,121,642</b>	<b>72,488,553</b>	<b>3,746,277,668</b>	<b>1,487,394,872</b>	<b>216,902,240</b>	<b>63,901,166</b>	<b>1,640,395,946</b>	<b>2,105,881,722</b>	<b>2,149,249,707</b>

\* 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 [refer note 1(e)].

**11. Intangible Assets**

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.		
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	22,464,116
Computer software	11,184,724	5,705,787	-	16,890,511	8,411,360	1,928,442	-	10,339,802	6,550,709	2,773,364
CTI site BECIL	47,018,578	-	-	47,018,578	27,157,833	6,618,545	-	33,776,378	13,242,200	19,860,745
Digital rights (refer note 41)	-	387,500,000	-	387,500,000	-	38,750,000	-	38,750,000	348,750,000	-
<b>Total</b>	<b>190,967,322</b>	<b>395,433,662</b>	<b>8,259,226</b>	<b>578,141,758</b>	<b>145,869,097</b>	<b>60,107,282</b>	<b>4,359,174</b>	<b>201,617,205</b>	<b>376,524,553</b>	<b>45,098,225</b>
<b>Previous Year</b>	<b>189,306,622</b>	<b>1,660,700</b>	<b>-</b>	<b>190,967,322</b>	<b>120,976,656</b>	<b>24,892,441</b>	<b>-</b>	<b>145,869,097</b>	<b>45,098,225</b>	<b>68,329,966</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**12. Non-Current Investments**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Trade Investments (valued at cost)</b>		
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 (Refer note 40)	455,212,482	455,212,482
	<u>455,212,482</u>	<u>455,212,482</u>
<b>Aggregate amount of unquoted investments</b>	<b>455,212,482</b>	455,212,482

**13. Deferred Tax Assets (Net)**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Deferred tax assets</b>		
Provision for doubtful debts and advances	88,503,786	77,178,209
Provision for gratuity and compensated absences	13,835,956	10,383,207
Provision for bonus	548,096	595,860
Other disallowances under section 40(a) of the Income Tax Act	106,845,050	96,310,675
Other timing differences	1,171,200	-
<b>Deferred tax liabilities</b>		
Depreciation	53,588,747	27,427,894
<b>Total</b>	<u>157,315,341</u>	<u>157,040,057</u>

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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Unsecured, considered good (unless otherwise stated) :		
Capital Advances		
- Considered good	6,129,010	878,349
- 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	1,954,329
To others		
- Considered good	41,681,661	34,357,800
- Considered doubtful	434,525	-
Less: Allowance for doubtful security deposits	434,525	-
Advances recoverable in cash or kind	1,169,144	1,920,197
Other loans and advances		
- Balances with Government Authorities	299,422	298,861
- Prepaid expenses	10,601,002	16,513,087
<b>Total</b>	<u>62,880,068</u>	<u>55,922,623</u>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 15. Trade Receivables

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	160,691,435	105,324,586
Others	1,245,075,181	997,769,997
Unsecured, considered doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	180,217,069	160,855,435
Others	59,172,622	42,881,684
Less: Provision for doubtful debts	239,389,691	203,737,119
<b>Total</b>	<b>1,405,766,616</b>	<b>1,103,094,583</b>

### 16. Cash and Bank Balances

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Cash and cash equivalents		
Cash on hand	1,132,129	570,782
Cheques on hand	-	2,349,991
Bank balances		
In current accounts	153,948,275	286,320,169
Term deposits (less than 3 months maturity)	500,981,680	260,000,000
	656,062,084	549,240,942
Other bank balances		
- Long-term deposits with maturity more than 3 months but less than 12 months*	289,751,625	22,035,007
- Unpaid dividend account	1,374,847	1,355,959
	291,126,472	23,390,966
<b>Total</b>	<b>947,188,556</b>	<b>572,631,908</b>

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

### 17. Short-Term Loans and Advances

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Unsecured, considered good, unless otherwise stated:		
Security deposits	3,425,579	5,252,938
Other loans and advances		
- Advance income tax [Net of provision of Rs. 2,013,936,077 (Previous Year Rs. 1,597,778,844)]	259,858,119	286,850,021
- 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	29,851,504	31,479,906
- Others		
- Considered good	104,319,309	141,139,738
- Considered doubtful	12,331,249	12,331,248
Less: Allowance for doubtful other loans and advances	12,331,249	12,331,248
<b>Total</b>	<b>398,534,937</b>	<b>465,803,029</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**18. Other Current Assets**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Unsecured, considered good (unless otherwise stated) :		
Interest accrued on deposits	<b>8,980,582</b>	3,888,170
Claims Recoverable		
- Considered good	<b>5,747,053</b>	2,943,605
- Considered doubtful	<b>2,950,194</b>	2,950,194
Less: Allowance for doubtful other current assets	<b>2,950,194</b>	2,950,194
<b>Total</b>	<b>14,727,635</b>	6,831,775

**19. Contingent Liabilities**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Claims against the Company not acknowledged as debts:</b>		
Income Tax matters :	<b>7,071,751</b>	3,499,211
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 notice.		
Service Tax matters :	<b>93,804,477</b>	-
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 their counsel, no liability is likely to arise on account of such demand notices.		
Other Matters :		
(1) Claim from Prasar Bharti towards uplinking charges :-	<b>20,291,134</b>	18,989,020
Provision made in the books on an estimated basis (refer note 5) is Rs. 62,283,976 (previous year Rs. 59,679,814). In the opinion of the management, based on its understanding of the case and as advised by their counsel, the provision made in the books is considered to be adequate.		
(2) Claim from Phonographic Performance Limited (PPL) towards royalty for use of PPL's sound recordings over Company's radio stations :-	<b>21,586,956</b>	17,733,300
Liability recorded in the books is Rs. 3,542,604 (previous year Rs. 2,531,401). In the opinion of the management, based on its understanding of the case and as advised by their counsel, the liability recorded in the books is considered to be adequate.		
(3) The Company has received legal notice 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.	-	-
<b>Guarantees:</b>		
Bank guarantees	<b>22,840,279</b>	23,083,379
(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.		

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 20. Capital Commitments

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Estimated value of contracts in capital account remaining to be executed	17,458,640	20,846,479
<b>Total</b>	<b>17,458,640</b>	<b>20,846,479</b>

### 21. Proposed Dividend

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
The final dividend proposed for the year is as follows:		
On equity shares of Rs. 5 each		
Amount of dividend proposed	89,472,923	59,488,115
Dividend per equity share	1.50	1.00

### 22. Revenue from Operations

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Sale of Services		
Advertisement income	4,353,685,718	3,549,353,792
Subscription income	378,679,170	332,468,079
Income from digital business	14,666,970	-
Other Operating Revenue		
Fees from training	14,516,117	12,364,382
SMS income	165,802	249,795
Income from sale of animations	3,902,991	-
<b>Total</b>	<b>4,765,616,768</b>	<b>3,894,436,048</b>

### 23. Other Income

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Interest income	78,730,398	43,049,593
Profit on sale of tangible assets (net)	-	1,274,393
Provisions / liabilities written back to the extent no longer required	111,343,340	34,527,453
Lease rentals	32,063,988	32,063,988
Miscellaneous income	4,939,435	6,282,719
<b>Total</b>	<b>227,077,161</b>	<b>117,198,146</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**24. Production Cost**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Reporting expenses	115,182,141	80,948,529
Up-linking charges	27,506,243	19,375,393
Assignment charges	18,547,013	3,681,785
Production expenses	265,319,930	175,160,804
Subscription	12,919,119	19,524,565
Transponder lease rentals	103,844,388	102,540,547
Programme procurement	1,294,438	7,256,508
<b>Total</b>	<b>544,613,272</b>	<b>408,488,131</b>

**25. Employee Benefits Expense**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Salaries, wages and bonus	1,098,341,166	883,846,786
Contribution to provident and other funds [refer note (I) below]	39,575,735	35,956,213
Gratuity [refer note (II) below]	14,197,389	4,339,950
Employee stock option scheme (refer note 26)	(280,531)	(674,496)
Staff welfare expenses	16,297,512	6,264,858
<b>Total</b>	<b>1,168,131,271</b>	<b>929,733,311</b>

	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>I Defined Contribution Plans</b>		
Amount recognized in the Statement of Profit and Loss		
- Employer's contribution to Provident Fund	29,227,673	29,595,899
- Employer's contribution to Employees' Pension Scheme, 1995	10,260,140	6,261,295
- Employer's contribution to Employees' State Insurance Scheme	87,922	99,019
<b>Total</b>	<b>39,575,735</b>	<b>35,956,213</b>

**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, 2015	March 31, 2014
Discount rate (per annum)	7.80%	9.10%
Rate of increase in compensation levels (per annum)	6.50%	6.50%
Expected rate of return on plan assets (for gratuity - per annum)	8.99%	8.75%
Remaining working lives of employees (years)	22.12	22.56

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 CONSOLIDATED 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, 2015	March 31, 2014
Balance at the beginning of the year	63,490,903	70,612,749
Interest cost	5,777,672	5,649,019
Current service cost	10,850,629	8,710,302
Benefits paid	(7,383,011)	(15,196,092)
Actuarial (gain) / loss on obligation	6,069,259	(6,285,075)
Balance at the end of the year	78,805,452	63,490,903

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

	As at	
	March 31, 2015	March 31, 2014
Balance at the beginning of the year	55,069,773	68,452,520
Interest cost	3,872,898	5,476,202
Current service cost	8,768,078	8,881,621
Curtailement cost *	(12,510,454)	-
Benefits paid	(4,100,474)	(8,037,751)
Actuarial (gain) / loss on obligation	(3,459,505)	(19,702,819)
Balance at the end of the year	47,640,316	55,069,773

\* 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, 2015	March 31, 2014
Balance at the beginning of the year	65,750,365	74,952,699
Expected return on plan assets	5,753,157	6,970,601
Actuarial gain / (loss)	487,552	(976,843)
Contributions	8,433,313	-
Benefits paid	(7,383,011)	(15,196,092)
Balance at the end of the year	73,041,376	65,750,365

**(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, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Present value of defined benefit obligation	78,805,452	63,490,903	70,612,749	63,987,131	58,035,914
Less: Fair value of plan assets	73,041,376	65,750,365	74,952,699	69,141,754	60,756,746
Net asset / (liability) recognized in balance sheet [under long-term provisions (refer note 5)]	(5,764,076)	Nil *	4,339,950	5,154,623	2,720,832

\* 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.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**(ii) Compensated Absences (unfunded)**

	As At				
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Present value of other long-term employee benefit obligation	47,640,316	55,069,774	68,452,520	67,892,523	68,393,741
Less: Fair value of plan assets	-	-	-	-	-
Net asset / (liability) recognized in balance sheet	(47,640,316)	(55,069,774)	(68,452,520)	(67,892,523)	(68,393,741)
<b>Recognized under :</b>					
Long-term provisions (refer note 5)	41,132,103	46,022,056			
Short-term provisions (refer note 9)	6,508,213	9,047,718			
<b>Total</b>	47,640,316	55,069,774			

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

	Year ended				
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Experience adjustments on plan assets - (loss) / gain					
- Gratuity (funded)	487,552	(976,843)	-	(165,475)	-
Experience adjustments on plan liabilities - (loss) / gain					
- Gratuity (funded)	190,403	1,633,489	(14,801)	(463,223)	78,385
- Compensated absences (unfunded)	2,977,378	15,428,660	(5,606,157)	8,748,026	1,552,338

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

	Year ended	
	March 31, 2015	March 31, 2014
Current service cost	10,850,629	8,710,302
Interest cost	5,777,672	5,649,019
Expected return on plan assets	(5,753,157)	(6,970,601)
Net actuarial (gain) / loss	5,581,707	(5,308,232)
<b>Total expense</b>	16,456,851**	2,080,488*

\* Represents difference between opening net asset (Rs. 4,339,950) and closing net asset (Rs. 2,259,462 - 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).

\*\* Actual expense for the year is Rs. 14,197,389, i.e., lower by Rs. 2,259,462 on account of net asset not recognized in the previous year, as mentioned above.

	Year ended	
	March 31, 2015	March 31, 2014
<b>(ii) Compensated Absences (unfunded)</b>		
Current service cost	8,768,078	8,881,621
Interest cost	3,872,898	5,476,202
Curtailement cost	(12,510,454)	-
Net actuarial (gain) / loss	(3,459,505)	(19,702,819)
<b>Total expense</b>	(3,328,983)	(5,344,996)

\* 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 CONSOLIDATED FINANCIAL STATEMENTS**

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

	As at	
	March 31, 2015	March 31, 2014
Total of plan assets *	73,041,376	65,750,365

\* 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, 2015	March 31, 2014
Actual return on plan assets	6,240,709	5,993,758

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

	Year ended	
	March 31, 2015	March 31, 2014
Gratuity	10,214,024	5,971,095
Compensated absences	9,406,494	8,059,574

**26. 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 SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and 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. (-) 280,531 (Previous Year Rs. (-) 674,496) as expense during the year. Further, the liability as at March 31, 2015 in respect of Employee Stock Options Outstanding is Rs. 450,000 (Previous Year Rs. 3,037,500). The balance deferred compensation expense of Rs. Nil (Previous Year Rs. 101,969) will be amortized over the remaining vesting period of options.

**The movement in the options granted to employees during the year ended March, 31 2015 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.)	25,500	10,000	-	55,000	5,000	7,500	100,000
Options granted during the year (nos.)	-	-	-	-	-	-	-
Options forfeited during the year (nos.)	-	-	-	7,500	5,000	-	-
Options exercised during the year (nos.)	25,500	-	-	35,000	-	-	100,000
Options expired during the year (nos.)	-	-	-	-	-	-	-
Options outstanding at the end of the year (nos.)	-	10,000	-	12,500	-	7,500	-
Options exercisable at the end of the year (nos.)	-	10,000	-	12,500	-	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. 71.44 per equity share.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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](http://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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Profit after tax (Rs.)	<b>810,345,968</b>	613,249,642
Less: Additional employee compensation cost based on fair value	<b>284,264</b>	1,609,765
Profit after tax as per Fair Value Method	<b>810,061,704</b>	611,639,877
Earnings per share (EPS)		
Basic		
Number of shares	<b>59,574,539</b>	59,460,844
Basic EPS as reported (Rs.) (refer note 33)	<b>13.60</b>	10.31
Proforma Basic EPS (Rs.)	<b>13.60</b>	10.29
Diluted		
Number of shares	<b>59,578,758</b>	59,495,326
Diluted EPS as reported (Rs.) (refer note 33)	<b>13.60</b>	10.31
Proforma Diluted EPS (Rs.)	<b>13.60</b>	10.28

**27. Finance Costs**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Interest on long-term borrowings	<b>12,729,627</b>	31,638,506
Interest on short-term borrowings	<b>89,871</b>	500,344
Interest on shortfall of advance tax	-	2,116,673
Other borrowing costs	<b>1,956,636</b>	1,649,823
<b>Total</b>	<b>14,776,134</b>	35,905,346

**28. Depreciation and Amortization Expense**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Depreciation on tangible assets	<b>240,113,455</b>	216,902,240
Amortisation on intangible assets	<b>60,107,282</b>	24,892,441
<b>Total</b>	<b>300,220,737</b>	241,794,681

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

**29. Other Expenses**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Advertising, distribution and sales promotion	929,578,072	812,457,581
Power and fuel	78,972,415	74,713,214
Rent	48,620,015	48,018,764
Repairs to building	1,243,079	1,689,222
Repairs to machinery	46,326,895	45,430,231
Repairs - others	16,618,298	15,352,665
Insurance	16,606,404	13,873,431
Rates and taxes	14,569,412	1,744,416
Travelling expenses	137,940,235	93,286,126
Payment to auditors (excluding service tax)		
As auditor:		
Audit fee	3,540,000	3,540,000
Tax audit fee	300,000	300,000
Other services	1,500,000	1,500,000
Reimbursement of expenses	536,989	516,794
Expenditure towards Corporate Social Responsibility (CSR) activities	9,325,944	-
Legal and professional fees	41,182,300	27,698,166
Printing and stationery	5,187,284	3,693,594
Communication expenses	32,836,247	24,872,718
Car hire charges	70,139,101	60,251,614
Housekeeping	52,690,864	47,923,145
Vehicle running and maintenance	3,255,312	4,333,869
Agency incentive	74,517,875	35,391,786
Freight and courier	3,229,564	3,186,868
Guard services	22,170,854	20,408,754
Newspapers and periodicals	7,992,295	7,106,545
Business promotion	13,392,295	9,593,188
Software expenses	3,367,317	3,364,247
Net loss on foreign currency transaction and translation	671,502	5,125,046
Net loss on sale of tangible assets	88,456	-
Fixed assets written off	1,473,320	-
Provision for doubtful debts and advances	86,217,400	91,020,876
Bad debts	1,260,430	-
Miscellaneous expenses	10,758,426	7,177,759
<b>Total</b>	<b>1,736,108,600</b>	<b>1,463,570,619</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**30. CIF Value of Imports**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Capital goods	45,536,119	12,928,839
<b>Total</b>	<b>45,536,119</b>	<b>12,928,839</b>

**31. Expenditure in Foreign Currency**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Foreign travel	15,759,008	6,749,646
Production cost	129,125,107	120,583,023
Repair and maintenance	15,085,838	2,664,361
Other expenses	21,040,105	3,740,673
<b>Total</b>	<b>181,010,058</b>	<b>133,737,703</b>

**32. Earnings in Foreign Currency**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Advertisement income	65,189,164	53,535,124
Subscription income	59,374,918	52,468,078
<b>Total</b>	<b>124,564,082</b>	<b>106,003,202</b>

**33. Earnings Per Share (EPS)**

Particulars		Year ended	
		March 31, 2015	March 31, 2014
<b>Basic</b>			
Profit after tax (Rs.)	A	810,345,968	613,249,642
Weighted average number of shares outstanding	B	59,574,539	59,460,844
Basic EPS (Rs.)	A / B	13.60	10.31
<b>Diluted</b>			
Profit after tax (Rs.)	A	810,345,968	613,249,642
Weighted average number of shares outstanding	B	59,574,539	59,460,844
Add: Weighted average number of potential equity shares on account of employee stock options	C	4,219	34,482
Weighted average number of shares outstanding for diluted EPS	D (B+C)	59,578,758	59,495,326
Diluted EPS (Rs.)	A / D	13.60	10.31
Face value per share (Rs.)		5	5

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### Other Disclosures

#### 34. Investments

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

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Long Term Investments</b>		
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 40)	455,212,482	455,212,482
<b>Total investments</b>	455,212,482	455,212,482
<b>Disclosed Under:</b>		
Non-current investments (Refer note 12)	455,212,482	455,212,482
<b>Total</b>	455,212,482	455,212,482

#### 35. Segment Reporting

The Company has considered the business segment as the primary reporting segment on the basis that the risks and returns of the Company are primarily determined by the nature of services. Consequently, the geographical segment has been considered as a secondary segment.

The business segments have been identified on the basis of :

- the nature of services
- the risks and returns
- internal organization and management structure and
- the internal performance reporting systems

The business segments comprise of the following :

- Television Broadcasting
- Radio Broadcasting

The Company has determined its operations in India as its single reportable geographical segment.

Particulars	March 31, 2015			March 31, 2014		
	Television Broadcasting	Radio Broadcasting	Total	Television Broadcasting	Radio Broadcasting	Total
<b>Segment revenue</b>						
Advertisement income	4,198,915,684	154,770,034	4,353,685,718	3,395,565,685	153,788,107	3,549,353,792
Subscription income	378,679,170	-	378,679,170	332,468,079	-	332,468,079
Income from digital business	14,666,970	-	14,666,970	-	-	-
Other operating income	18,584,910	-	18,584,910	12,614,177	-	12,614,177
Other allocable income	139,229,401	9,117,362	148,346,763	74,166,212	(17,659)	74,148,553
<b>Segment result - profit / (loss)</b>	<b>1,267,015,334</b>	<b>(92,799,738)</b>	<b>1,174,215,596</b>	<b>1,037,379,820</b>	<b>(112,381,961)</b>	<b>924,997,859</b>
Unallocated corporate expenses			(9,325,944)			-
Interest expense			(14,776,134)			(35,905,346)
Interest income			78,730,398			43,049,593
<b>Profit before tax</b>			<b>1,228,843,915</b>			<b>932,142,106</b>
Income tax expense			(418,497,947)			(318,892,464)
<b>Profit after tax</b>			<b>810,345,968</b>			<b>613,249,642</b>
<b>Other information</b>						

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

Particulars	March 31, 2015			March 31, 2014		
	Television Broadcasting	Radio Broadcasting	Total	Television Broadcasting	Radio Broadcasting	Total
Segment assets	5,013,472,109	171,034,374	<b>5,184,506,483</b>	4,435,650,608	212,810,806	4,648,461,414
Unallocated corporate assets			<b>1,411,398,374</b>			1,038,718,375
Advance tax (net of provision)			<b>260,938,545</b>			287,930,447
Deferred tax assets (net)			<b>157,315,341</b>			157,040,057
Less: inter-segment assets			<b>1,189,480,374</b>			1,145,464,245
<b>Total assets</b>			<b>5,824,678,369</b>			<b>4,986,686,048</b>
Segment liabilities	1,055,205,181	1,282,289,807	<b>2,337,494,988</b>	884,026,905	1,211,865,069	2,095,891,974
Unallocated corporate liabilities			<b>176,591,489</b>			245,205,779
Shareholders' funds			<b>4,500,072,266</b>			3,791,052,540
Less: Inter-segment liabilities			<b>1,189,480,374</b>			1,145,464,245
<b>Total liabilities</b>			<b>5,824,678,369</b>			<b>4,986,686,048</b>
Capital expenditure	529,982,583	5,852,632	<b>535,835,215</b>	117,112,278	1,052,620	118,164,898
Depreciation and amortisation included in segment expense	273,696,866	26,523,871	<b>300,220,737</b>	213,999,206	27,795,475	241,794,681
Non-cash expenditure other than depreciation and amortization included in segment expense	59,876,120	26,060,749	<b>85,936,869</b>	70,651,985	19,694,395	<b>90,346,380</b>

**36. Related Party Disclosures**
**(a) Names of related parties and nature of relationship**

- (i) Where control exists:
- |                           |  |
|---------------------------|--|
| Holding company:          | Living Media India Limited                   |
| Ultimate holding company: | World Media Private Limited (Refer Note - a) |
| Subsidiary:               | T.V. Today Network (Business) Limited        |
- (ii) Other related parties with whom transactions have taken place during the year:
- |   |  |
|---|--|
| Fellow subsidiaries:  | Thomson Press (India) Limited                |
|   | Today Merchandise Private Limited            |
|   | Radio Today Broadcasting Limited             |
|   | Mail Today Newspapers Private Limited        |
|   | World Media Trading Limited                  |
|   | ITAS Media Private Limited                   |
|   | Today Retail Network Private Limited         |
| Key management personnel (KMP):   | Mr. Aroon Purie (Managing Director)          |
|   | Ms. Koel Purie Rinchet (Whole Time Director) |
| Entity over which Key Management Personnel (KMP) exercise significant influence | Care Today Fund                              |

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(b) Transactions / Balances	Holding Company		Fellow Subsidiaries		KMP		Entity over which KMP exercise significant influence	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Purchase of advertisement space / material (refer note b)	39,602,500	17,440,000	16,656,552	-	-	-	-	-
Advertisement income (refer notes b and c)	106,136,845	43,990,781	6,058,677	4,098,881	-	-	-	-
Agency commission paid (refer note b)	16,134,788	6,934,610	-	-	-	-	-	-
Income from digital business (refer note b)	16,479,808	-	-	-	-	-	-	-
Transfer of proportionate share of revenue from composite contracts	-	-	11,950,000	-	-	-	-	-
Interest free security deposit paid	1,045,500	592,427	-	-	-	-	-	-
Management fee paid (refer note b)	20,149,896	674,160	-	-	-	-	-	-
Purchase of India Today diaries (refer note b)	189,280	540,924	-	-	-	-	-	-
IPTV income shared with related party (refer note b)	1,129,164	3,614,501	-	-	-	-	-	-
Income from sale of online T.V. Today Media Institute prospectus (refer note b)	581,747	194,483	-	-	-	-	-	-
Purchase of fixed assets (refer note b)	435,395,000	165,285	23,630	22,416	-	-	-	-
Sale of fixed assets	-	1,007,415	-	-	-	-	-	-
SMS income (refer note b)	186,296	280,670	-	-	-	-	-	-
Expenditure towards Corporate Social Responsibility (CSR) activities and other donations	-	-	-	-	-	-	11,080,344	-
Rent charged by related parties for use of common facilities / utilities (refer notes b and c)	21,629,806	19,428,191	374,435	360,822	-	-	-	-
Rent charged to related parties for use of common facilities / utilities (refer note b)	52,408,694	51,958,956	9,997,452	9,910,464	-	-	-	-
Miscellaneous inter-company services received from related parties and other charges paid	4,720,477	3,355,046	2,626,669	2,422,267	-	-	-	-
Miscellaneous inter-company services rendered to related parties and other charges received	1,479,207	3,940,136	205,992	402,430	-	-	1,160	-
Remuneration / commission paid	-	-	-	-	77,270,828	58,040,488	-	-
Dividend paid	33,954,333	25,465,750	-	-	211,374	157,351	-	-
<b>Balance as at year end</b>								
Trade payables	8,754,125	11,879,753	13,440,020	1,463,142	-	-	-	-
Other current liabilities	-	-	-	-	67,339,415	51,851,334	-	-
Trade receivables	153,516,854	78,712,723	9,240,004	12,830,517	-	-	-	-

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**
**Notes:-**

- a There were no transactions during the year and previous year except dividend amounting to Rs. 1,666 (previous year Rs. 1,250) 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. 53,782,631 (previous year Rs. 23,115,362) and Rs. 3,535,617 (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.

**(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, 2015	March 31, 2014	March 31, 2015	March 31, 2014
<b>(i) Purchase of advertisement space / material</b> Fellow subsidiary: Mail Today Newspapers Private Limited	<b>16,656,552</b>	-	<b>(4,726,456)</b>	10,675,033
<b>(ii) Transfer of proportionate share of revenue from composite contracts</b> Fellow subsidiary: Mail Today Newspapers Private Limited	<b>11,950,000</b>	-	-	-
<b>(ii) Rent charged to related parties for use of common facilities / utilities</b> Fellow subsidiary: Mail Today Newspapers Private Limited	<b>9,997,452</b>	9,910,464	-	-
<b>(iii) Miscellaneous inter-company services received from related parties and other charges paid</b> Fellow subsidiary: Thomson Press (India) Limited	<b>2,537,589</b>	2,042,761	<b>(377,170)</b>	(1,276,937)
<b>(v) Remuneration paid #</b> Aroon Purie Koel Purie Rinchet	<b>67,084,720</b> <b>10,186,108</b>	49,438,641 8,601,847	<b>(64,229,015)</b> <b>(3,110,000)</b>	(49,259,334) (2,592,000)

(#) As gratuity and compensated absences are computed for all the employees in aggregate, the amounts amounts relating to the key management personnel cannot be individually identified.

**37. 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. 48,620,015 (previous year Rs. 48,018,764).

With respect to non-cancellable operating leases, the future minimum lease payments are as follows:-

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Not later than one year	<b>22,323,828</b>	26,252,182
Later than one year and not later than five years	<b>45,800,903</b>	71,966,927
Later than five years	-	11,585,788
<b>Total</b>	<b>68,124,731</b>	109,804,897

**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

### 38. Unhedged Foreign Currency Exposure

The Company does not have any derivative instruments. The particulars of unhedged foreign currency exposures as at the Balance Sheet date are as follows:

Particulars	Currency	As at March 31, 2015		As at March 31, 2014	
		Amount (FC)	Exchange Rate	Amount (FC)	Exchange Rate
Other current liabilities	EURO	-	-	187,550	82.57
	USD	424,475	62.59	170,233	60.09
Trade receivables	GBP	195,810	92.45	177,388	99.85
	Euro	433	67.51	433	82.57
	AED	6,402	17.02	7,372	16.26
	AUD	17,488	48.07	21,041	55.25
	CAD	20,953	49.45	9,190	54.01
	USD	349,023	62.59	342,445	60.09

### 39. 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, 2015. 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.

40. 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 with respect to content as well as value to its advertisers. 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 also through purchase from existing shareholders at a cost of Rs. 455,212,482. Though, Mail Today is presently incurring losses, the Company is confident of its long-term strategic value and it has also 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, based on which the carrying value of the said investment is considered appropriate.

41. The Company has decided to enter into digital news space to tap significant growth potential and business opportunity in digital news industry. Consequently, the Company has acquired digital rights of its news channels from its holding company, Living Media India Limited, for a consideration of Rs. 387,500,000. Such consideration has been recognized as an intangible asset (refer note 11), to be amortized over a period of 10 years.

### 42. Disclosures mandated by Schedule III by way of additional information

Name of the 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 profit	Amount (Rs.)
<b>Parent:</b> T.V. Today Network Limited	99.96%	4,498,131,712	100.00%	810,327,552
<b>Subsidiary:</b> <b>Indian</b> T.V. Today Network (Business) Limited	0.04%	1,940,554	0.00%	18,416

### 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

For and on behalf of the Board

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

sd/-  
**Dr. Puneet Jain**  
Head - Legal and Compliances,  
Company Secretary and  
Vice President - Internal Audit

**Dinesh Bhatia**  
Chief Financial Officer

sd/-  
**Ashok Kapur**  
Director

sd/-  
**Aroon Purie**  
Chairman and  
Managing Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors are pleased to present the Tenth Annual Report and the Company's audited financial statement for the financial year ended March 31, 2015.

#### 1. Financial Results

During the financial year 2014-15, the Company earned an income of Rs.176,347/- (Rupees One Lakh Seventy Six Thousand Three Hundred and Forty Seven only) mainly on interest on Bank Deposits (Gross of Tax Deducted at source Rs. 17,276) as compared to interest on Bank deposits of Rs. 209,314/- (Rupees Two Lakh Nine Thousand Three Hundred and Fourteen only) earned last year. The Company achieved a profit after tax of Rs. 18,416/- (Rupees Eighteen Thousand Four Hundred and Sixteen only) after tax liability of Rs. 54,491/- (Rupees Fifty Four Thousand Four Hundred and Ninety One 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, 2015, 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, 2015 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, retire at the close of forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

The Company has received letters from statutory 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 recommend to the shareholders for their approval, re-appointment of M/s Price Waterhouse, Chartered Accountants till the conclusion of Twelfth Annual General Meeting.

#### 6. Directors

In accordance with the requirement of Section 152 of the Companies Act, 2013 and the Articles of Association of your Company, Mrs. Rekha Purie, Director of the Company, retires by rotation at the Tenth Annual General Meeting and being eligible, offers herself 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. Number of Board Meetings

During the financial year ended March 31, 2015, the Board met four times on May 14, 2014, August 01, 2014, November 10, 2014 and February 06, 2015.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

#### 10. Auditor's Report

There are no qualifications of Auditors on the Accounts of the Company for the financial year ended March 31, 2015 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 the Board of directors are in the process of analyzing the risk which may threaten the existence of the Company.

## 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/arrangement/transaction with related parties which could be considered material.

Your Directors draw attention of the members to Note 12 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.

## 15. General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Fact of resignation of director
- Details relating to deposits covered 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.

## 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/-  
**Aroon Purie**  
DIN- 00002794  
Director

6, Palam Marg  
Vasant Vihar,  
New Delhi-110057

Place: New Delhi  
Dated: May 12, 2015

Sd/-  
**Anil Mehra**  
DIN - 00004654  
Director

B-223B Greater  
Kailash Part-I,  
New Delhi-110048

**Annexure-1**
**FORM NO. MGT.9**
**EXTRACT OF ANNUAL RETURN**

 as on the financial year ended on 31<sup>st</sup> March, 2015

[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	
<b>A. Promoters</b>									
<b>(1) Indian</b>	-	-	-	-	-	-	-	-	-
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.	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	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	
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A) (1)+(A) (2)</b>		150000	150000	100		150000	150000	100	NIL
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	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			% 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	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	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
	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	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	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	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**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	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	NIL	NIL	NIL	NIL	NIL
	- others, specify...					
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	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
4.	Other Non-Executive Directors	-	-	-	-	-
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	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 (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	NIL NIL	NIL NIL	NIL NIL	NIL 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)
<b>A. COMPANY</b>					
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>B. DIRECTORS</b>					
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>C. OTHER OFFICERS IN DEFAULT</b>					
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 Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **T.V. Today Network (Business) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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, 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 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 auditor's 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, 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, 2015', 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 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 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, 2015 taken



## T.V. Today Network (Business) Limited

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on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our 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, 2015 which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2015;

- 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, 2015.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

Sd/-

**Sougata Mukherjee**

Partner

Membership Number 57084

Place: Gurgaon

Date: May 12, 2015

## ANNEXURE 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 standalone financial statements as of and for the year ended March 31, 2015

- i. The Company did not hold any fixed assets during the year ended March 31, 2015. 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 said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. The Company has not purchased any inventory or fixed asset and has also not sold any good or service during the year ended March 31, 2015. Therefore, the provisions of Clause 3(iv) of the said 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, wealth-tax, service-tax, duty of customs, and duty of excise or value added tax or cess, which have not been deposited on account of any dispute.
- (c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. 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 on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

**Sougata Mukherjee**

Partner

Membership Number 57084

Place : Gurgaon  
Date : May 12, 2015



## BALANCE SHEET AS AT MARCH 31, 2015

	Note	As at	
		March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	2	1,500,000	1,500,000
Reserves and surplus	3	440,554	422,138
<b>Sub - total</b>		<b>1,940,554</b>	1,922,138
<b>Current liabilities</b>			
Trade payables	4	170,858	509,296
Short-term provisions	5	16,754	24,107
<b>Sub - total</b>		<b>187,612</b>	533,403
<b>Total</b>		<b>2,128,166</b>	2,455,541
<b>Assets</b>			
<b>Current assets</b>			
Cash and bank balances	6	2,087,302	2,266,821
Other current assets	7	40,864	188,720
<b>Sub - total</b>		<b>2,128,166</b>	2,455,541
<b>Total</b>		<b>2,128,166</b>	2,455,541

The 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

For and on behalf of the Board

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

**Rekha Purie**  
Director

**Aroon Purie**  
Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

	Note	Year ended	
		March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Other income	8	176,347	209,314
<b>Total Revenue</b>		<b>176,347</b>	209,314
Expenses:			
Finance costs	9	2,623	3,919
Other expenses	10	100,817	71,526
<b>Total Expenses</b>		<b>103,440</b>	75,445
<b>Profit Before Tax</b>		<b>72,907</b>	133,869
Tax expense			
Current tax		54,491	64,678
<b>Profit for the year</b>		<b>18,416</b>	69,191
Earnings per equity Share:	11		
[nominal value per share: Rs. 10 (Previous Year Rs. 10)]			
Basic		0.12	0.46
Diluted		0.12	0.46

The 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

**Rekha Purie**  
Director

**Aroon Purie**  
Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015



**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>A. Cash flow from operating activities</b>		
Profit before taxation	72,907	133,869
Adjustments for:		
Interest income	(176,347)	(209,314)
Interest expenditure	2,623	3,919
Operating profit before working capital changes	(100,817)	(71,526)
<b>Changes in working capital:</b>		
Increase / (Decrease) in trade payables	(338,438)	115,632
(Increase) / Decrease in other bank balances	220,379	(174,516)
Cash generated from operations	(218,876)	(130,410)
Taxes paid (net of refunds)	(61,360)	(61,828)
<b>Net cash used in operating activities</b>	<b>(280,236)</b>	<b>(192,238)</b>
<b>B. Cash flow from investing activities</b>		
Interest received	324,204	195,110
<b>Net cash generated from investing activities</b>	<b>324,204</b>	<b>195,110</b>
<b>C. Cash flow from financing activities</b>		
Interest expenditure	(3,108)	(3,244)
<b>Net cash used in financing activities</b>	<b>(3,108)</b>	<b>(3,244)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>40,860</b>	<b>(372)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>31,815</b>	<b>32,187</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>72,675</b>	<b>31,815</b>
<b>Cash and cash equivalents comprise of:</b>		
Cash on hand	1,425	1,465
Bank balances		
In current account	71,250	30,350
<b>Total</b>	<b>72,675</b>	<b>31,815</b>

The 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

**Rekha Purie**  
Director

**Aroon Purie**  
Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015

## 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.

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 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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Authorised:</b>		
150,000 (previous year 150,000) equity shares of Rs. 10 each	1,500,000	1,500,000
<b>Issued:</b>		
150,000 (previous year 150,000) equity shares of Rs. 10 each	1,500,000	1,500,000
<b>Subscribed and Paid-Up:</b>		
150,000 (previous year 150,000) equity shares of Rs. 10 each (fully paid up)	1,500,000	1,500,000
<b>Total</b>	<b>1,500,000</b>	<b>1,500,000</b>

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

Equity Shares :	As at March 31, 2015		As at March 31, 2014	
	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
<b>Balance as at the end of the year</b>	<b>150,000</b>	<b>1,500,000</b>	<b>150,000</b>	<b>1,500,000</b>

**(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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
150,000 (previous year 150,000) shares held by T.V. Today Network Limited, India, 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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
T.V. Today Network Limited, India, the holding company	150,000 (100%)	150,000 (100%)

**3. Reserves and Surplus**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Surplus in statement of profit and loss</b>		
Balance as at the beginning of the year	422,138	352,947
Profit for the year	18,416	69,191
<b>Balance as at the end of the year</b>	<b>440,554</b>	<b>422,138</b>

**4. Trade Payables**

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Trade payables (refer note 13)	170,858	509,296
<b>Total</b>	<b>170,858</b>	<b>509,296</b>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

5. Short-term provisions

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Provision for Current Tax [Net of Advance Tax of Rs. 390,407 (previous year Rs. 329,047)]	16,754	24,107
<b>Total</b>	<b>16,754</b>	<b>24,107</b>

6. Cash and Bank Balances

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Cash and cash equivalents		
Cash on hand	1,425	1,465
Bank balances		
In current account	71,250	30,350
	<b>72,675</b>	<b>31,815</b>
Other bank balances		
Long term deposits with maturity more than 3 months but less than 12 months	2,014,627	2,235,006
<b>Total</b>	<b>2,087,302</b>	<b>2,266,821</b>

7. Other current Assets

Particulars	As at	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Unsecured, considered good:</b>		
Interest accrued on deposits	40,864	188,720
<b>Total</b>	<b>40,864</b>	<b>188,720</b>

8. Other Income

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Interest income	176,347	209,314
<b>Total</b>	<b>176,347</b>	<b>209,314</b>

9. Finance Costs

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Interest on shortfall of advance tax	2,623	3,919
<b>Total</b>	<b>2,623</b>	<b>3,919</b>

10. Other Expenses

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Legal and professional fees	51,940	24,335
Payment to auditors (excluding service tax)		
<b>As auditor:</b>		
Audit fee	40,000	40,000
Reimbursement of expenses	8,877	7,191
<b>Total</b>	<b>100,817</b>	<b>71,526</b>



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**11. Earnings Per Share**

Particulars	Year ended	
	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
<b>Basic and diluted</b>		
Profit after tax	A <b>18,416</b>	69,191
Weighted average number of shares outstanding	B <b>150,000</b>	150,000
Basic and diluted EPS	A/B <b>0.12</b>	0.46
Face value per share (Rs.)	<b>10</b>	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, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
Income tax paid on behalf of Company	<b>47,192</b>	47,649
Tax Deducted at Source (TDS) deposited on behalf of Company	<b>4,888</b>	-
Reimbursement of expenses incurred on behalf of Company	<b>51,900</b>	54,525
<b>Balance as at year end</b>		
Trade payables	<b>56,788</b>	395,225

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, 2015. 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 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

For and on behalf of the Board

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

**Rekha Purie**  
Director

**Aroon Purie**  
Director

Place : Gurgaon  
Date : May 12, 2015

Place : Noida  
Date : May 12, 2015





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