

NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 7, 2013 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI - 110010 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the financial year ended March 31, 2013 and the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Indrani Roy, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Amal Ganguli, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

“RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants, having Registration No. FRN 301112E, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such terms and conditions, including remuneration, as may be finalized by the Board of Directors, in consultation with the Auditors.

RESOLVED FURTHER THAT Mr. K V L Narayan Rao, Executive Vice-Chairperson and Mr. Vikramaditya Chandra, Group CEO & Executive Director, be and are hereby authorised severally to finalise the terms of the appointment of Price Waterhouse, Chartered Accountants as Auditors of the Company, in the best interest of the Company.”

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be necessary, the consent of the Company, be and is hereby accorded for the payment of a remuneration of Rs. 5,00,000/- per month, to Dr. Prannoy Roy as Non – Executive Director, NDTV Networks Limited, a subsidiary of the Company, for the period from April 1, 2013 to March 31, 2015, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

RESOLVED FURTHER THAT Mr. K V L Narayan Rao, Executive Vice - Chairperson and Mr. Anoop Singh Juneja, Company Secretary be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to prepare, sign and execute on behalf of the Company the requisite documents as may be required and to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the resolution.”

6. **To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be necessary, the consent of the Company, be and is hereby accorded for the payment of a remuneration of Rs. 7,08,333/- per month, to Mr. K V L Narayan Rao as Non – Executive Director, NDTV Networks Limited, a subsidiary of the Company, for the period from April 1, 2013 to March 31, 2015, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

RESOLVED FURTHER THAT Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co - Chairpersons and Mr. Anoop Singh Juneja, Company Secretary be and are hereby severally authorized to seek the necessary approvals, as may be required, in the matter and to prepare, sign and execute on behalf of the Company the requisite documents as may be required and to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the resolution.”

7. **To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:**

“RESOLVED THAT subject to the provisions of Sections 198, 309 and other applicable provisions under the Companies Act, 1956 and subject to such other approvals as may be necessary, the approval of the Company, be and is hereby

accorded to the payment of the enhanced annual remuneration for the financial year ended March 31, 2013 to Non-Executive Directors of the Company, aggregating to Rs. 40.00 lacs, as detailed hereunder:

| S.N. | Name of Non-Executive Directors | Amount (In Rs.) |
|------|---------------------------------|------------------|
| 1. | Mr. Amal Ganguli | 14,75,000 |
| 2. | Mr. Vijaya Bhaskar Menon | 9,25,000 |
| 3. | Mr. Pramod Bhasin | 9,25,000 |
| 4. | Ms. Indrani Roy | 6,75,000 |
| | TOTAL | 40,00,000 |

RESOLVED FURTHER THAT Dr. Prannoy Roy, Mrs. Radhika Roy, Executive Co-Chairpersons, Mr. K V L Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director and Mr. Anoop Singh Juneja, Company Secretary be and are hereby authorized severally for the purpose of making relevant application to the Central Government and to take necessary steps and sign / authenticate documents in relation to the above mentioned matter and any other matter ancillary thereof and incidental thereto.”

**By Order of the Board
For New Delhi Television Limited**

Date: July 4, 2013
Registered Office: 207, Okhla Industrial Estate, Phase III,
New Delhi-110020

**Anoop Singh Juneja
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE DULY COMPLETED, STAMPED AND SIGNED PROXIES, TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. BLANK PROXY FORM IS ATTACHED.**
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, setting out material facts, in respect of Special Business(es) as set out above and details required under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors seeking appointment or re-appointment at the Annual General Meeting is annexed hereto and form part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, August 1, 2013 to Wednesday, August 7, 2013 (both days inclusive)** in connection with the Annual General Meeting.
5. Members are requested to:
 - i. Quote their folio number / DP ID & client ID no. in all correspondence with the Company.
 - ii. Members holding shares in physical form are requested to intimate the following directly to the Company's RTA:
 - (a) Changes, if any, in their address with pin code numbers.
 - (b) Quote their ledger folio no. in all their correspondence.
 - (c) Request for nomination forms for making nominations as per Section 109A of the Companies Act, 1956, if not already intimated.
 - iii. Members / Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
 - iv. Note that no gift or gift coupons will be distributed at the meeting.
6. In case Members have any queries about accounts or operations of the Company, they are requested to send their queries in writing at least 7 working days, before the date of the meeting.
7. Members are requested to bring their copy of the Annual Report as the same shall not be distributed at the meeting.
8. **Due to security reasons Mobile phones, bags and other accessories are not allowed to be carried inside the Auditorium.**
9. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.

10. Documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the registered office of the Company during the office hours between 11.00 a.m. and 1.00 p.m. on all working days prior to the date of the Annual General Meeting.
11. Members are advised to hold the shares in dematerialized form, as the trading of the Company's shares on Bombay Stock Exchange Limited and National Stock Exchange of India Limited, is in compulsory demat mode.
12. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
13. The Auditors' Certificate as required under Clause 14 of the SEBI (Employees Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 shall be placed at the Annual General Meeting.
14. Pursuant to provisions of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred unpaid / unclaimed dividend declared in the financial year 2005-06 to the Investor Education and Protection Fund (the Fund) of the Central Government. The unpaid/unclaimed dividend(s) declared in the financial year 2006-07 and thereafter, remaining unpaid or unclaimed for a period of seven years from the date the same became due for payment, will be transferred by the Company to Investor Education and Protection Fund (the Fund) of the Central Government. Members who have not encashed dividend warrants may approach the RTA for obtaining payment thereof.

Please note that no claim shall lie against the Fund or the Company, in respect of unpaid or unclaimed dividend after its transfer to the Fund.
15. In compliance with the "Green Initiative in Corporate Governance" as allowed by The Ministry of Corporate Affairs ("Ministry"), Government of India, vide its circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, and communications from the Company dated June 2011 and dated June 2013, the Company shall send the Notice of this Annual General Meeting and Annual Report for the financial year 2012 -13, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective depository participant and have opted to receive the aforesaid documents in electronic form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5 & 6

The Board of Directors of the Company at their meeting held on February 7, 2013 have approved the payment of remuneration to Dr. Prannoy Roy and Mr. K V L Narayan Rao as Non-Executive Directors of NDTV Networks Limited, a subsidiary of the Company. The remuneration to be paid to Dr. Prannoy Roy and Mr. K V L Narayan Rao, from NDTV Networks Limited, as set out in the aforesaid resolution(s), shall be effective from April 1, 2013 to March 31, 2015, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

In terms of the provisions of Section 314(1) of the Companies Act, 1956, in view of Dr. Prannoy Roy and Mr. K V L Narayan Rao, being the directors of the Company, an approval of the members is required for the payment of remuneration to them, as Non-Executive Directors of NDTV Networks Limited, as mentioned above.

None of the Directors, except Dr. Prannoy Roy, Mrs. Radhika Roy (being a relative of Dr. Prannoy Roy) for item no. 5 and Mr. K V L Narayan Rao, for item no. 6, being interested, is in any way concerned or interested in this resolution(s).

The Board recommends the special resolution(s) set forth at item nos. 5 and 6 of the Notice, for the approval of the members.

ITEM NO. 7

The Company recognizes the valuable contributions made by the Non-Executive Directors, for its development and profitability and it is felt that the time spent and contribution made by them be compensated adequately. Accordingly, it is proposed to make the payment of Rs. 40.00 lacs to the Non-Executive Directors.

However, the Company will require approval from the Central Government before payment of remuneration to Non-Executive Directors, in terms of provisions of the Companies Act, 1956. Therefore, it is proposed that an application be made to the Central Government seeking specific approval for the payment of the aforesaid amount of Rs. 40.00 lacs to Non-Executive Directors for the financial year 2012-13.

Directors of the Company, except the Executive Directors, are concerned or interested in this resolution to the extent of remuneration proposed to be paid to them.

The Board recommends the special resolution set forth at item no. 7 of the Notice for the approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

MS. INDRANI ROY

Ms. Indrani Roy is M.A. in English from Calcutta University. She has worked as Teacher in Kinderland, a K.G. school

from 1977 to 1987. She was Secretary and Head of Administration, Institute of Cerebral Palsy (IICP) from 1987 to 2002. Ms. Indrani Roy is Peace Works Co-ordinator, Seagull Foundation for the Arts from 2003. She is also Member, Managing Committee of International Institute for Poverty Awareness & Education. Ms. Roy is Trustee, Lilabati Day Memorial Trust and also the Vice Chairman of the Board of Trustees, International Deaf Children Society. Ms. Indrani Roy does not hold any shares in the Company.

The Company in which Ms. Indrani Roy holds the directorship as on March 31, 2013, is as; NDTV Media Limited.

The Companies in which Ms. Indrani Roy holds the membership of Committees of the Board as on March 31, 2013, are as; Chairperson of the Shareholder's Investors Grievance Committee and a Member of the Audit Committee of the Board of Directors of the Company.

Disclosure of relationships between directors inter-se: Ms. Indrani Roy is not related to any Director of the Company.

MR. AMAL GANGULI

Mr. Amal Ganguli, a Non-Executive Independent Director, aged 73 years, is a scholar and having very wide spectrum of experience.

He is FCA (England and Wales), FBIM, Member, New Delhi Chapter, Institute of Internal Auditors (Florida), Alumnus-IMI (Geneva)- Course on Strategy. Mr. Amal Ganguli has been Qualified Senior Accountant/ Assistant Manager (1962-1964) with Griffin Stone Moscrop & Co., Chartered Accountants, London & Peat Marwick Mitchell & Co. London. He has been Manager, with Price Waterhouse Peat & Co., India (1964-1969). Mr. Ganguli has been partner with Price Waterhouse Peat & Co./ Price Waterhouse / Price Waterhouse Coopers, India (1969-2003).

Mr. Amal Ganguli has a wide range of experience in the field of statutory audits, internal audits, management audits, corporate and management reviews, reviews and implementation of systems, organisations and procedures, mergers and acquisitions, scheme of amalgamations, Company reorganizations and reconstructions, dispute analysis and resolution, income tax, international income tax, joint venture structures and agreements, cross border investments/projects, consulting projects funded by international funding agencies, Corporate Governance- structures, systems and procedures, board level involvement as independent board member. Mr. Amal Ganguli does not hold any shares in the Company.

The Companies in which Mr. Amal Ganguli holds the directorship as on March 31, 2013, are as; Maruti Suzuki India Limited, Tata Telecommunications Limited, Century Textiles and Industries Limited, ICRA Limited, HCL Technologies Limited, Triveni Turbine Limited, AVTEC Limited, Hughes Communications India Limited, Aricent Technologies (Holdings) Limited, Laurus Labs Private Limited, ML Infomap Private Limited, Tata Teleservices Maharashtra Limited and Manglam Cement Limited.

The Companies in which Mr. Amal Ganguli holds the membership of Committees of the Board as on March 31, 2013, are as; Maruti Suzuki India Limited (Audit Committee) (Chairperson), Tata Telecommunications Limited (Audit Committee) (Chairperson), Century Textiles and Industries Limited (Audit Committee)(Member), ICRA Limited (Audit Committee) (Member), HCL Technologies Limited (Audit Committee) (Chairperson), (Finance Committee) (Chairperson), New Delhi Television Limited (Audit Committee) (Chairperson), (Remuneration Committee)(Member), Triveni Turbine Limited (Audit Committee) (Member), (Remuneration Committee) (Member), Hughes Communications India Limited (Audit Committee)(Member), Aricent Technologies (Holdings) Limited (Audit Committee) (Member),(Remuneration Committee) (Member) and Tata Teleservices Maharashtra Limited (Audit Committee) (Member).

Disclosure of relationships between directors inter-se: Mr. Amal Ganguli is not related to any Director of the Company.

**By Order of the Board
For New Delhi Television Limited**

Date: July 4, 2013
Registered Office: 207, Okhla Industrial Estate, Phase III,
New Delhi-110020

**Anoop Singh Juneja
Company Secretary**

NEW DELHI TELEVISION LIMITED
Registered Office : 207, Okhla Industrial Estate,
Phase III, New Delhi-110 020

PROXY FORM

I/We
of
... being member/s of NEW DELHI TELEVISION LIMITED hereby appoint
.....of

.....or
failing him of as my/our
proxy to vote for me/us and on my/our behalf at the 25TH ANNUAL GENERAL MEETING of the Company to be held
on Wednesday, August 7, 2013 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010
and at any adjournment thereof.

In witness whereof, I/We have set my/our hand/ hands this day of July/August, 2013.

Signed by the said

DP Id

Client Id

Folio No.

Number of shares held

Please affix
Re. 1/-
Revenue
Stamp here

- NOTE :**
1. The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. Proxy need not be a member of the Company.
 2. Please affix Re 1.00 revenue stamp on this form and the member should sign across the stamp.

NEW DELHI TELEVISION LIMITED
Registered Office: 207, Okhla Industrial Estate,
Phase III, New Delhi-110 020

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING VENUE.

DP Id Client Id Folio No.

NUMBER OF SHARES HELD

NAME OF THE MEMBER/PROXY (IN BLOCK LETTERS)

ADDRESS OF THE MEMBER/PROXY (IN BLOCK LETTERS)

I certify that I am a member/proxy for the member, of the Company.

I hereby record my presence at the 25TH ANNUAL GENERAL MEETING of the Company held on Wednesday,
August 7, 2013 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010.

.....
Signature of the Member/Proxy/Representative*

* Strike out whichever is not applicable



New Delhi Television Limited (NDTV) (NSE: 532525, BSE: NDTV),
is an Indian commercial broadcasting television network founded in 1988.
It was founded by Prannoy Roy

NDTV Annual Report 2012 - 13

Previous years figures have been regrouped or
reclassification wherever necessary to conform
to current year's grouping and classification

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Board of Directors:

Dr. Prannoy Roy

Executive Co-Chairperson

Mrs. Radhika Roy

Executive Co-Chairperson

Mr. K V L Narayan Rao

Executive Vice-Chairperson

Mr. Vikramaditya Chandra

Group CEO & Executive Director

Mr. Amal Ganguli

Mr. Vijaya Bhaskar Menon

Ms. Indrani Roy

Mr. Pramod Bhasin

Audit Committee

Mr. Amal Ganguli-Chairperson

Mr. Vijaya Bhaskar Menon

Ms. Indrani Roy

Mr. K V L Narayan Rao

Mr. Pramod Bhasin

Mr. Vikramaditya Chandra

Remuneration Committee

Mr. Vijaya Bhaskar Menon-Chairperson

Mr. Amal Ganguli

Ms. Indrani Roy

Shareholder's and Investors Grievance Committee

Ms. Indrani Roy-Chairperson

Dr. Prannoy Roy

Mrs. Radhika Roy

Mr. K V L Narayan Rao

ESOP & ESPS Committee

Mrs. Radhika Roy

Mr. Vijaya Bhaskar Menon

Ms. Indrani Roy

Company Secretary and Compliance Officer

Mr. Anoop Singh Juneja

Auditors

Price Waterhouse

Building- 8, 7th & 8th Floor,

Tower-B, DLF Cyber City, Gurgaon - 122002, Haryana

Phone+91 124 - 4620000

Fax+91 124 - 4620620

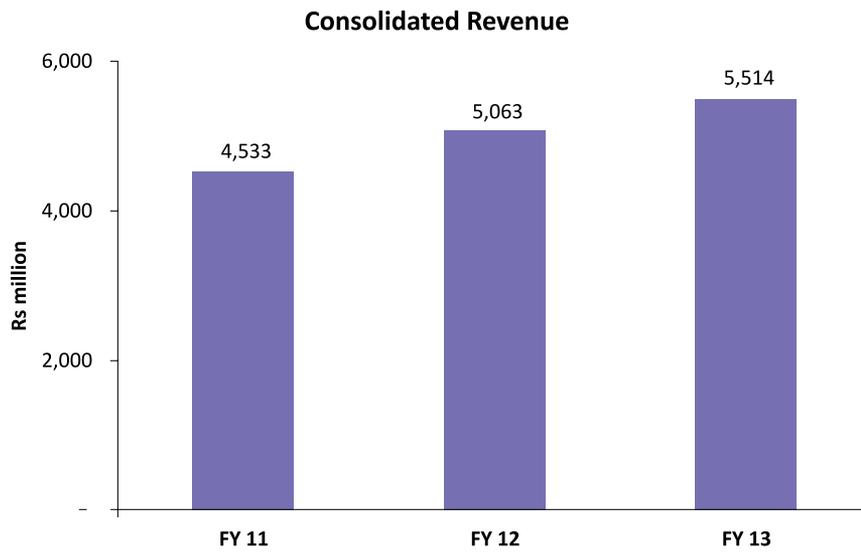
Registered Office

207, Okhla Industrial Estate, Phase-III,
New Delhi-110020.

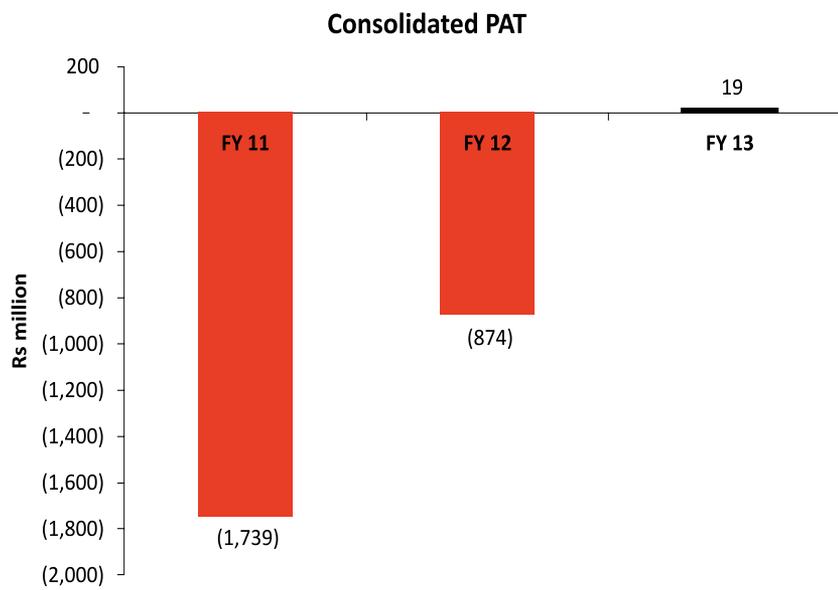
Phone+91 11 - 4617 6300, 4617 6552

Fax+91 11 - 41735110

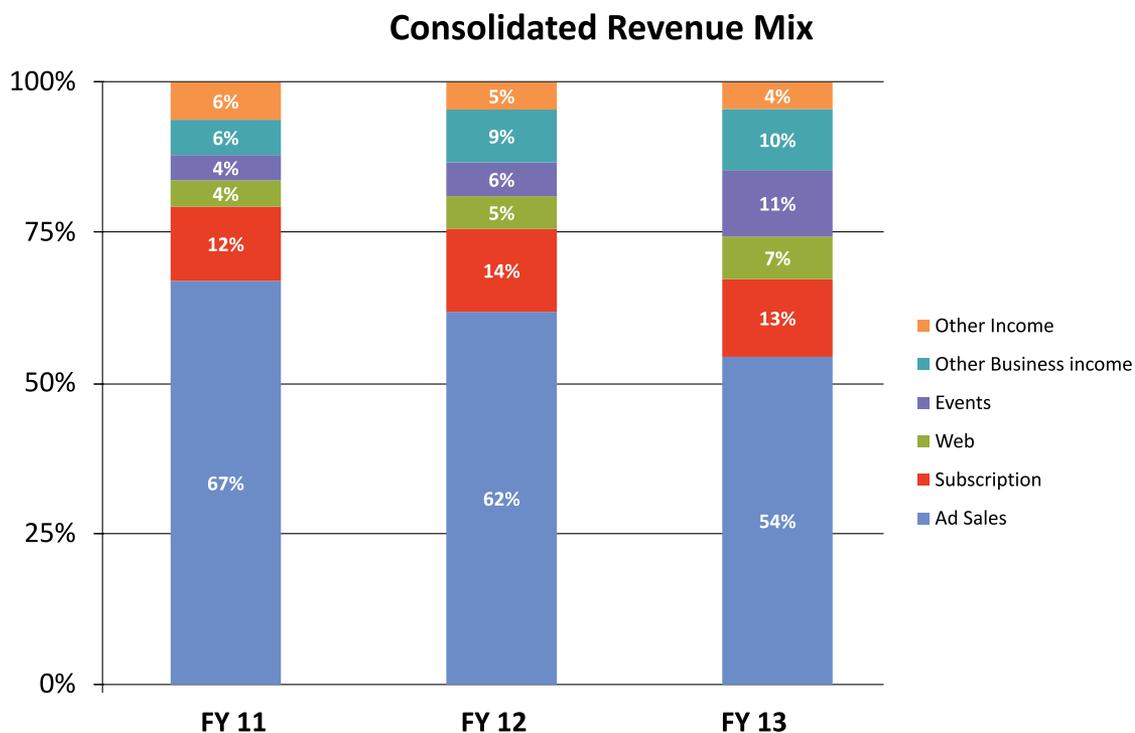
CONSOLIDATED REVENUE



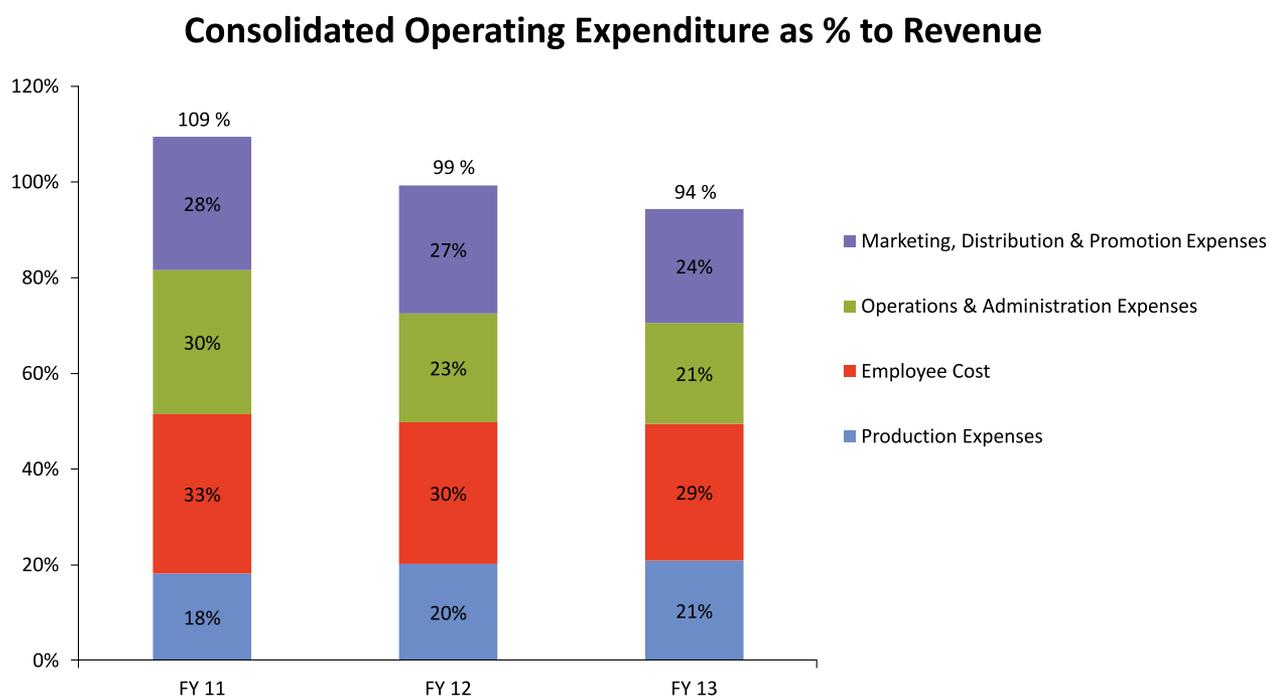
CONSOLIDATED PAT



CONSOLIDATED REVENUE MIX



CONSOLIDATED OPERATING EXPENDITURE AS % TO REVENUE



Awards of Excellence: 2012-2013

[National Youth Icon Awards – May 2013](#)

Best Woman Reporter:
NDTV - Tania Saili Bakshi

[Indian Telly Awards– May 2013](#)

Best Lifestyle & Fashion Show:
NDTV Good Times - Band Baajaa Bride

Best Travel Show:
NDTV Good Times - Highway On My Plate

Best Cookery Show:
NDTV Good Times - Chakh Le India Kachcha Raasta

Best Editing Non Fiction:
NDTV Good Times - Royal Reservation - Project Living

Best Videography (Non Fiction):
NDTV Good Times - Discover India with Taj Holidays

[6th News Television \(NT\) Awards \(indiantelevison.com\) – March 2013](#)

**Special Awards for Innovative
Leadership in Apps Development:**
NDTV

**Special Awards for Most Extensive
Social Media TV News Brand:**
NDTV

Best Business News Programme (English):
NDTV Profit - We Mean Business

Best Set Design (Actual – English):
NDTV Profit – Car & Bike Awards

Best Investigative New Report (Hindi):
NDTV India – Bangladeshi Connection

Best Entertainment Feature (Hindi):
NDTV India – Jai Jawan

Best Sports News Show Presenter (Hindi):
NDTV India – Afshan Anjum

Best TV News Reporter (Hindi):
NDTV India – Sharad Sharma

**Best Innovative Use of Techniques/
Technology for News Graphics (Hindi):**
NDTV India – Elections

Best Show Packaging (Hindi):
NDTV India – Watan Ke Rakhwale

Best Sports News Show (English):
NDTV 24x7 – Turning Point

**Best Show on Social/Environment Awareness/
Social Development Campaign (English):**
NDTV 24x7 NDTV-Toyota Greenathon 4

Best Lifestyle & Fashion News Show (English):
NDTV 24x7 – Will Travel For Food – Amritsar

**Best Young TV Journalist
(under 24 years of age - English):**
NDTV 24x7 – Sonal Mehrotra

Best Sports News Show Presenter (English):
NDTV 24x7 – Nikhil Naz

Best TV News Anchor (English):
NDTV 24x7 – Barkha Dutt

Best News Talk Show (English):
NDTV 24x7 – We The People

[EFFIE Awards – December 2012](#)

Best Social Media Campaign (Bronze):
NDTV-Nirmal Marks for Sports Campaign

[Asian Television Awards – December 2012](#)

Best Current Affairs Presenter:
NDTV 24x7 Barkha Dutt –
We The People with Hillary Clinton

[Promax BDA Asia 2012 – December 2012](#)

Best Leisure & Lifestyle Promo Category (Gold):
NDTV Good Times - Yogacity

Best Leisure & Lifestyle Promo Category (Silver):
NDTV Good Times - Foodistan

Something for Nothing Category (Gold):
NDTV Aircel Save the Tiger Promo

Awards of Excellence: 2012-2013

Harmony Foundation Awards – November 2012

2012 Mother Teresa Memorial Award for Social Justice:
NDTV Support My School Campaign

Asian Digital Media Awards – November 2012

Best iPad App (Gold):
NDTV

Social Media Strategy (Silver):
NDTV

Best News Website (Bronze):
NDTV.com

Association for International Broadcasting (AIB) Awards – November 2012

International TV Personality:
NDTV Barkha Dutt

Nominated for Best Live News Coverage | TV - On A Maoist Hostage Trail:
NDTV Kishalay Bhattacharjee

Indian Television Academy (ITA) Awards - November 2012

Best Anchor Game/Quiz Show:
NDTV Good Times Rajiv Makhni - Tech Grand Masters 2

Best Game/Quiz Show:
NDTV Good Times - Tech Grand Masters 2

Best Editing:
NDTV Good Times - Making of Foodistan

Best Mini Series:
NDTV Good Times & RedDot - Yogasutra

UNFPA-Laadli Media Award October 2012

Uma Sudhir for Gender Sensitivity for 2011-12

ENBA (exchange4Media) Awards: August 2012

Lifetime Achievement Award:
Radhika Roy

Best Talk Show:
NDTV 24x7 - Your Call

Best In-depth Series:
NDTV 24x7 - Truth vs Hype

Best On Air Integration of a Brand:
NDTV Profit

Best Website:
ndtv.com

Best Video Editor:
K Jaganathan

Best Campaign by a News Channel:
Support My School

Best Young Professional (Editorial):
Alok Pandey

INDIAN TELLY AWARDS – May 2012

Best Editing:
NDTV Good Times - Nagaland, Land of Festivals

Best Lifestyle & Fashion Show:
NDTV Good Times - Band Baajaa Bride

PROMAX INDIA – May 2012

Best original Music composition:
NDTV Lifestyle Limited - Foodistan

NEW YORK FESTIVALS 2012 INTERNATIONAL TELEVISION & FILM AWARDS – April 2012

UNDPI Silver Medal in the Human Interest Category:
NDTV Jeene Ki Aasha

Bronze World Medal in the National/ International Affairs Category:
NDTV Women of Tahrir Square

Dear Shareholders,

Once again thank you for all your support, good wishes and understanding. There is good news to report. The media sector in India, and especially News and current affairs broadcast media, is finally at a turning point for three major reasons.

First, after years of being distributed via cable operators with obsolete analog systems – now cable systems across the country are changing from analog to digital. Why is this important? Under the analog system of distribution, cable operators are able to charge broadcasters (and the worst hit are news broadcasters) exorbitant fees – widely known as "carriage fees" and "placement fees" - just to ensure a channel is distributed. These "carriage and placement" fees have been the highest expenditure item in most news broadcasters' profit and loss accounts. Now with digitisation all this is set to change. Instead of an item of expenditure, news and other channels can look towards "subscription income" from cable operators. This is a major swing in financials. It is the norm all over the world for broadcasters to receive subscription income from cable operators. In fact in most developed nations up to 50% of a broadcaster's income comes from subscription income. In India, under the old analog system, instead of an income of 50%, news broadcasters have had to pay out as expenditure up to 25% of their total expenses to cable operators. With cable systems in India going digital, we can now look forward to this negative 25% turning into a positive income of 50% over the next few years. A major change.

Second, the system of measuring viewership in India - carried about by a Nielsen-TAM Process - has been corrupted and discredited. This is now going to change. Why is this important? Many large, independent all-India surveys have shown the viewership of NDTV 24x7 to be 60% or more of the market for English News – a clear leader (all other English News channels combined have a viewership which is less than 24x7 alone) - but the corrupted Nielsen-TAM data shows a different picture. Recognising the small sample sizes of Nielsen-TAM, the wild volatility, the unacceptable margins of error, the media industry and the government have got together to rectify the situation. A new and improved system under BARC is to be created which will provide more accurate and reliable viewership data. Finally getting our true viewership data should help your Company, NDTV, enormously. And since advertising revenues are based on viewership data, this should help our financials too and could represent a major turning point for broadcast media in India.

Third, cable systems in India tended to be a monopoly across the country. This monopoly is being broken down by the rapid growth of an alternative satellite distribution platform, DTH. DTH is in fact now growing at a much faster rate than cable distribution. Why is this important? Broadcasters had to face the unreasonable demands for fees from monopolistic cable operators. Now with serious competition from DTH, the demands by cable operators are becoming more reasonable and in line with market realities. The impact should be a significant improvement in your Company's financials.

All these three significant factors will of course take some time to take effect and to settle down – but the process has begun and the changes are already visible. These and other factors make this a "turning point year" for the broadcast media industry and for news broadcasters in particular.

Once again thank you for your support – it means a great deal to us.

Radhika Roy and Prannoy Roy
Executive Co-Chairpersons, NDTV

New Delhi Television Limited

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Twenty Fifth Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2013.

Financial Results

The summarized financial results for the year ended March 31, 2013 are as follows:-

| | Year ended 31.03.2013 (Rs. in Crores) | Year ended 31.03.2013 (Rs. in Crores) | Year ended 31.03.2012 (Rs. in Crores) | Year ended 31.03.2012 (Rs. in Crores) |
|---|---|---|---|---|
| | Standalone | Consolidated | Standalone | Consolidated |
| Business Income | 392.56 | 526.81 | 377.90 | 483.37 |
| Other Income | 9.29 | 24.60 | 30.78 | 22.89 |
| Total Income | 401.85 | 551.41 | 408.68 | 506.26 |
| Profit/(Loss) before Tax | (19.50) | 8.79 | (17.40) | (86.22) |
| Employee Stock Compensation Expense | – | – | – | – |
| Provision for Tax / Others | 0.84 | 8.21 | 1.75 | 9.04 |
| Share of Minority | – | (1.20) | – | (6.22) |
| Share in profit of associates | – | 0.12 | – | 1.67 |
| Exceptional gain on dilution in stake in a subsidiary | – | – | – | – |
| Net Profit/(Loss) after Tax | (20.34) | 1.91 | (19.15) | (87.37) |
| Balance brought forward from previous year | (117.78) | (126.49) | (98.64) | (49.42) |
| Addition on account of merger | 17.90 | – | – | – |
| Adjusted against reserve & surplus as per Scheme of Arrangement of merger | – | – | – | – |
| Adjustment against appropriation of minority | – | – | – | 10.30 |
| Appropriation: | – | – | – | – |
| Transfer to General Reserve | – | – | – | – |
| Proposed Dividend on Equity Shares | – | – | – | – |
| Tax on Dividend | – | – | – | – |
| Profit carried to Balance Sheet | (120.21) | (124.58) | (117.78) | (126.49) |

The Year Under Review

During the year under review, the Company achieved a turnover of Rs. 401.85 crores and operating Profit before depreciation, interest and tax of Rs. 19.20 crores.

The Company's operating loss before tax was Rs. (19.50) crores, operating loss after tax was Rs. (20.34) crores and earning per share Rs. (3.15) (Basic) and Rs. (3.15) (Diluted).

A detailed review of the Company's operations has been provided in the Management Discussion and Analysis Report, which forms part of this report.

Audited consolidated financial statements for the year ended March 31, 2013 also form a part of this Report.

Dividend

For the year under review, the Board of Directors do not recommend any dividend.

Deposits

The Company has not accepted/renewed any deposits from the public during the year.

Corporate Governance

The Company's **Corporate Governance Report** is attached and forms a part of this report.

The Company

During the year, Company transferred 51% stake in Metronation Chennai Television Limited (MNC) to "Educational Trustee Company Private Limited", pursuant to which MNC ceased to be a subsidiary of the Company with effect from September 29, 2012.

Scheme of Amalgamation

During the year, NDTV One Holdings Limited has merged into the Company with effect from November 2, 2012. Pursuant to the merger, the Company now holds 100% shares in NDTV (Mauritius) Multimedia Limited and 10% shares in Astro Awani Network Sdn Bhd.

Subsidiary Companies

The Board has accorded its in-principle approval for NDTV Worldwide Limited, a subsidiary of the Company, to enter into the e-commerce business. Post approval from the Board an entity named NDTV E-Commerce Private Limited (name subsequently changed to 'NDTV Ethnic Retail Private Limited') was incorporated on February 28, 2013.

The investments held by NDTV Networks Limited in Turner General Entertainment Networks India Private Limited ("TGEN"), the erstwhile NDTV Imagine Limited and NGEN Media Services Private Limited were transferred to Turner Asia Pacific Ventures, Inc and Genpact India Holdings, Mauritius, respectively, during the year.

Further, an overseas step down subsidiary NDTV Emerging Markets B.V. was liquidated during the year. Also an overseas step-down subsidiary NDTV Worldwide Mauritius Limited amalgamated with NDTV (Mauritius) Multimedia Limited.

Reduction of Capital

During the year ended 31st March, 2013 the Board of Directors accorded their approval to the reduction in capital (Securities Premium) vide which Securities Premium Account of the Company as on September 30, 2012 is proposed to be reduced from Rs. 507.70 Crores to Rs. 351.97 Crores; and that such reduction is proposed to be utilized for writing off the deficit in the statement of Profit and Loss Account as on September 30, 2012 of Rs. 155.73 Crores. The Company has filed the applications with BSE and NSE under clause 24(f) of the Listing Agreement to obtain No objection/ consent from them and SEBI for the same.

Financial Statements of the Subsidiary Companies

The Ministry of Corporate Affairs, Government of India, vide General Circular No.2/2011 dated February 8, 2011 has granted general exemption under Section 212 of the Companies Act, 1956, waiving the requirement to publish individual balance sheets, profit & loss accounts, directors' reports and auditors' reports of the subsidiaries and other documents otherwise required to be attached to the Company's accounts. However, the annual accounts of the subsidiary companies and the related detailed information shall be made available to the members of the holding and subsidiary companies seeking such information. The annual accounts of the subsidiary companies shall be kept open for inspection by any member at the registered office of the Company and the respective subsidiary companies. The Company shall furnish a hard copy of details of accounts of subsidiary companies, upon receipt of a requisition from any shareholder.

Employee Stock Option Plan (ESOP-2004)

The Company had instituted the Employee Stock Option Plan - ESOP 2004 to grant equity-based incentives to all its eligible employees. The ESOP 2004 as approved by the members on September 19, 2005, provides for grant of 4057 thousand options to employees of the Company by the ESOP Committee at an exercise price of Rs. 4/- each, representing one share for each option upon exercise. The maximum tenure of these options granted is 7 years from the date of grant.

Further, the Company had amended the ESOP 2004 Scheme incorporating a clause giving the employees a right to surrender the options. Consequently, employees holding options equivalent to 18,01,925 had exercised their right to surrender.

The details as per the requirements of SEBI (ESOS & ESPS) Guidelines, 1999 are annexed to and form part of this Report.

Employee Stock Purchase Scheme 2009 (ESPS -2009)

The Company had instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for employees of the Company and its subsidiaries by granting shares thereunder. Accordingly, the scheme was formulated in accordance with the SEBI (ESOS & ESPS) Guidelines, 1999.

The scheme was approved by the members on March 10, 2009, through a postal ballot and provides for allotment of 21,46,540 (Twenty one lakhs forty six thousand five hundred and forty) equity shares to the eligible employees of the Company by the ESOP & ESPS Committee at an exercise price of Rs. 4/- each.

The details as per the requirements of SEBI (ESOS & ESPS) Guidelines, 1999 are annexed and form part of this Report.

Significant Events and Social Initiatives

The company has been organizing various social awareness programs and campaigns in various fields, which continued to create awareness and generate enormous support.

Greenathon : Launched in April 2008, the NDTV-Toyota Green campaign was India's first ever-nationwide campaign to save the environment. The campaign is aimed at creating awareness about environmental issues by involving the people of the country to make a difference. It received an overwhelming response and garnered support from all corners of the world, including the country's leading corporate houses, top Bollywood stars, musicians, environmentalists, NGOs and educational institutions. This year to mobilize a mass movement, plastic/recyclable waste collection centers were set up across the country with encouraging everyone to keep their immediate environment clean. People in five cities were called on to get their waste recycled. Actor Milind Soman ran 550 km in 15 days to raise awareness for the environment. Also supporting the Greenathon were Former Environment Minister Jairam Ramesh and Dr. Farooq Abdullah, Minister for New and Renewable Energy.

Toyota University Cricket Championship (TUCC) : NDTV launched a revolutionary concept to revive university cricket in India - Toyota University Cricket Championship (TUCC). Eight teams from four zones played in a T20 format for the title of being the best university in cricket. The aim was to nurture and promote budding cricketers and to bring about a REVOLUTION in the search for India's next big cricket talent. This initiative was backed by the Association of Indian Universities (AIU) and also had the full support of Ministry of HRD. Bollywood superstar Shah Rukh Khan took part in the opening ceremony and supported the event. TUCC drew huge crowds and was a great success. Matches were televised LIVE on national sports channels and the tournament turned out to be truly world-class.

Save Our Tigers : NDTV, with Aircel, one of India's leading mobile players, concluded the second term of the 'Save our Tigers' Telethon. The twelve hour television campaign was a massive success and received an overwhelming response and raised an amount of almost Rs. 6.00 crore for Tiger Conservation in India. The funds collected would be put into use to create "Tiger Defense Units" in major tiger reserves across the country. These units will comprise of men and machines, including the Rapid Response Units created in Year 1 that will work in concert with and will strengthen existing protection mechanisms in India's tiger reserves.

During the campaign wildlife champions from across the country came forward to extend a hand in saving the Tiger. Top tiger experts from the country came together too and appealed to the nation and the government to do their bit to help safeguard the national animal. Campaign ambassador Mr. Amitabh Bachchan highlighted the key issues of tiger conservation and keenly monitored events across the country from the central hub at Ranthambore Tiger Reserve.

Support My School : NDTV and Coca-Cola came together for the second edition of 'Support My School' campaign. In this campaign they were joined by Charities Foundation of India (CAF), UN-Habitat, World Vision, Plan India and Pearson to transform schools across the length and breadth of the county providing sanitation, separate toilets for girls and boys, drinking water, libraries, sports and recreation facilities along with improvement in their overall infrastructure and environment. A special 12-hour telethon was organized to promote the campaign and was supported by the campaign ambassador, Mr. Sachin Tendulkar and Bollywood icon Ms. Aishwarya Rai Bachchan.

A host of prominent personalities from Bollywood and TV fraternity, corporate houses, athletes, NGO's politicians contributed wholeheartedly to this cause and helped the mission to make a difference to as many schools as possible across the country.

NDTV Support My School Campaign won the 2012 Mother Teresa Memorial Award for Social Justice in 2012.

Marks for Sports: The NDTV-Nirmal Fit India Movement is the first ever nationwide campaign aimed to change the way India thinks about fitness and inspire us to become a healthier nation. A vital mission of the campaign is 'Marks for Sports' which aims to make diverse types of sports a part of our children's lives.

Year 2 of the campaign was launched with the hope of reaching out to many more children, their parents and countless more schools and sports organizations with special focus on the overall state of fitness in India. This year's on air & ground activities focused on encouraging fitness all across India, with a large part of the campaign centred around the Fittest City Contest. The 6 contesting cities, Delhi, Hyderabad, Mumbai, Chandigarh, Bangalore and Kolkata were represented by their Fitness Ambassadors, Virender Sehwag, Sania Mirza, Bipasha Basu, Vijender Singh, Mahesh Bhupati and Baichung Bhutia, respectively.

NDTV-Nirmal Marks for Sports Campaign won the Best Social Media Campaign (Bronze) by EFFIE Awards in 2012.

Further details of the significant events and agreements appear in the Management Discussion and Analysis Report, which form part of this Report.

Directors

In accordance with the provisions of the Articles of Association of the Company, Mr. Amal Ganguli and Ms. Indrani Roy, Directors, are liable to retire by rotation at the ensuing Annual General Meeting and are eligible to be re-elected.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts for the financial year ended March 31, 2013 the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. that the Directors have prepared the accounts for the financial year ended March 31, 2013 on a going concern basis.

Auditors

The Auditors of the Company, M/s. Price Waterhouse, Chartered Accountants, hold office till the conclusion of the ensuing Annual General Meeting of the Company and are eligible for re-appointment. They have confirmed that their re-appointment as Auditors of the Company, if made, would be in accordance with the limits specified under Section 224(1B) of the Companies Act, 1956.

Your Directors recommend their re-appointment as Auditors of the Company.

With reference to point no. 6 of the Auditor's Report to the members of the Company on the consolidated financial statements for financial year 2012-13; the Directors state that the Company has filed the necessary application(s) with the Central Government for obtaining its approval(s) in respect of the managerial remuneration payable to Directors, as referred in the note 33(b) to the consolidated financial statements of the Company for the financial year 2012-13.

The aforesaid Central Government's approval(s) is awaited.

The observations of the Auditors in their report read together with the Notes on Accounts are self-explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

Cost Auditor

During the year under review M/s Sanjay Gupta & Associates, Cost Accountants were appointed with the approval of the Central Government for the audit of Cost Accounts maintained by the Company for the year ended 31st March, 2013.

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

Pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988, the following information is provided:

A. Conservation of Energy

Your Company is not an energy intensive unit. However regular efforts are made to conserve energy.

B. Research and Development

The Company continuously makes efforts towards research and developmental activities whereby it can improve the quality and productivity of its programs.

C. Foreign Exchange Earnings and Outgo

During the year, the Company had foreign exchange earnings of Rs. 16.38 crores (previous year Rs. 20.51 crores). The foreign exchange outgo on subscription, uplinking and news service, travelling, consultancy, software expenses, website expenses, repairs and maintenance and other expenses amounted to Rs. 20.35 crores (previous year Rs. 15.58 crores). Outgo on account of capital goods and others was Rs. 9.47 crores (previous year Rs. 4.99 crores).

Personnel

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the Employees are set out in the annexure forming part of this report.

The Directors' Report is being sent to all the members excluding this annexure. Any shareholder interested in obtaining the copy of this annexure may write to the Company Secretary at the registered office of the Company.

Acknowledgements

Your Directors take this opportunity to thank the employees for their dedicated service and contribution to the Company. We also thank our business associates, banks, financial institutions and shareholders for their continued support to the Company.

For and on behalf of the Board

Place : New Delhi
Date : May 9, 2013

Dr. Prannoy Roy
Executive Co- Chairperson

Radhika Roy
Executive Co- Chairperson

EMPLOYEE STOCK OPTION PLAN (ESOP-2004)

The Company instituted the Employee Stock Option Plan - ESOP 2004 to grant equity-based incentives to all its eligible employees. The ESOP 2004, approved by the shareholders on September 19, 2005 provides for grant of 4,057 thousand options to employees of the Company by the ESOP Committee at an exercise price of Rs. 4 each, representing one share for each option upon exercise. The maximum tenure of these options granted is 7 years from the date of grant. The shareholders of the Company had approved the resolution, on March 10, 2009, through postal ballot to amend the ESOP 2004 scheme for incorporating a clause giving the employees a right to surrender the options. Pursuant to the same, employees holding options equivalent to 18,01,925 had exercised their right to surrender.

Disclosures in compliance with Clause 12 of the SEBI (ESOS & ESPS) Guidelines, 1999, as amended, are set below:

| S. N. | Particulars | Details |
|-------|---|---|
| 1. | Options granted during the year (No.) | NIL |
| 2. | The pricing formula | Exercise price of Rs. 4/- per share |
| 3. | Options vested (as of March 31, 2013) (No.) | NIL |
| 4. | Options exercised during the year (No.) | NIL |
| 5. | Total number of shares arising as a result of exercise of Options during the year (No.) | NIL |
| 6. | (a) Options lapsed/forfeited during the year (No.) | NIL |
| | (b) Options surrendered | NIL |
| 7. | Variation of terms of options | No variation in terms of options during the year |
| 8. | Money realized by exercise of Options during the year (Rs.) | NIL |
| 9. | Total number of Options in force (as of March 31,2013) (No.) | NIL |
| 10. | Employee wise details of Options Granted to: | |
| | (a) Senior Management Personnel | During the year under review no Options were granted to the senior management personnel of the Company. |
| | (b) Any other employee who receives a grant in any one year of Option amounting to 5% or more of Option granted during that year | No employee is in receipt of the grant in any one year of Option amounting to 5% or more of Option granted during the year. |
| | (c) Identified employees who were granted Options, during one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant | There is no employee who has been granted during one year, equal to or exceeding 1% of the issued capital. |
| 11. | Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share' | Rs. (3.15) |

| S. N. | Particulars | Details | | |
|-------|--|--|-----------------------|--|
| 12. | <p>Where the Company has calculated the Employee Compensation cost using the intrinsic value of Stock Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of Options.</p> <p>The impact of this difference on profits and on EPS of the Company</p> | <p>The Company has used intrinsic value method for calculating the Employee Compensation Cost with respect to the Stock Options.</p> <p>If the Employee Compensation Cost for the ESOP had been determined in a manner consistent with the Fair Value approach, the Stock Option Compensation Expenses would remain the same. Accordingly, there would be no impact on the loss for the year and the basic and diluted EPS of the Company.</p> | | |
| 13. | Weighted average exercise prices and Weighted average fair value of Options for options whose exercise price either equals or exceeds or is less than the market price of the stock | Grant Date | Exercise Price | Weighted average fair value of options as at the grant date (Rs.) |
| | | June 30, 2005 | Rs. 4 | 209.66 |
| | | Sept. 19, 2005 | Rs. 4 | 232.13 |
| | | Dec. 1, 2005 | Rs. 4 | 176.42 |
| | | April 20, 2006 | Rs. 4 | 250.63 |
| | | April 20, 2006 | Rs. 4 | 252.35 |
| | | July 1, 2006 | Rs. 4 | 167.14 |
| | | Aug 1, 2006 | Rs. 4 | 150.08 |
| | | Oct 17, 2007 | Rs. 4 | 352.21 |
| | | Oct 17, 2007 | Rs. 4 | 349.79 |
| 14. | <p>Description of the method and significant assumptions used during the year to estimate the fair value of Options, including the following weighted average information:</p> <p>Risk Free interest rate (%)</p> <p>Expected life</p> <p>Expected volatility (%)</p> <p>Expected Dividends</p> <p>The price of the underlying share in market at the time of option grant</p> | Not Applicable | | |

The ESOP 2004 Scheme has been implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and the resolution passed at the Extra - ordinary General Meeting held on January 29, 2004 and resolution(s) passed at the Annual General Meeting(s) held on September 22, 2004 and September 19, 2005 and the shareholders of the Company have approved the resolution on March 10, 2009 through postal ballot to amend the ESOP 2004 scheme for incorporating a clause giving the employees a right to surrender the options.

EMPLOYEE STOCK PURCHASE SCHEME (ESPS-2009)

The Company had instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for employees of the Company and its subsidiaries by granting shares thereunder. Accordingly, the Scheme was formulated in accordance with the SEBI (ESOS & ESPS) Guidelines, 1999.

The Scheme was approved by the shareholders of the Company, on March 10, 2009, through postal ballot. The Scheme provides for issue and allotment of not exceeding 21,46,540 Equity Shares to the eligible employees of the Company by the ESOP & ESPS Committee at an exercise price of Rs. 4/- each.

Disclosures in compliance with Clause 19 of the SEBI (ESOS & ESPS) Guidelines, 1999, as amended, are set below:

| S. N. | PARTICULARS | DETAILS | | | | | | | | |
|-----------------------------|--|---|-----------------------------|---|-----------------------|----------|------------------------|----------|--------------|-----------------|
| 1 | The details of the number of shares issued in ESPS | 17,64,425 Equity Shares | | | | | | | | |
| 2 | The price at which such shares are issued | Exercise price Rs. 4/- per share | | | | | | | | |
| 3 | Employee - wise details of the shares issued/allotted to; | | | | | | | | | |
| (a) | Senior Managerial Personnel; | During the year under review NIL equity shares were issued /allotted to the senior management personnel of the Company. | | | | | | | | |
| (b) | Any other employee who is issued / allotted shares in any one year amounting to 5% or more issued / allotted during that year | No employee is in receipt of the issued / allotted of equity shares in any one year amounting to 5% or more equity shares issued / allotted during that year; except the following: | | | | | | | | |
| | | <table border="1"> <thead> <tr> <th>Director / Employee(s) Name</th> <th>Equity Shares issued / allotted during the year (2009 – 10) (no.)</th> </tr> </thead> <tbody> <tr> <td>Mr. K V L Narayan Rao</td> <td>1,37,500</td> </tr> <tr> <td>Ms. Smeeta Chakrabarti</td> <td>1,16,700</td> </tr> <tr> <td>Total</td> <td>2,54,200</td> </tr> </tbody> </table> | Director / Employee(s) Name | Equity Shares issued / allotted during the year (2009 – 10) (no.) | Mr. K V L Narayan Rao | 1,37,500 | Ms. Smeeta Chakrabarti | 1,16,700 | Total | 2,54,200 |
| Director / Employee(s) Name | Equity Shares issued / allotted during the year (2009 – 10) (no.) | | | | | | | | | |
| Mr. K V L Narayan Rao | 1,37,500 | | | | | | | | | |
| Ms. Smeeta Chakrabarti | 1,16,700 | | | | | | | | | |
| Total | 2,54,200 | | | | | | | | | |
| (c) | Identified employees who were issued shares during any one year equal to or exceeding 1% of the issued capital of the Company at the time of issuance. | There is no employee who has been issued equity shares during one year equal to or exceeding 1% of the issued capital of the Company at the time of issuance. | | | | | | | | |
| 4 | Diluted Earning Per Share (EPS) pursuant to issuance of shares under ESPS | Rs. (3.15) | | | | | | | | |
| 5. | Consideration received against the issuance of shares | Rs. 4 per share | | | | | | | | |

The ESPS 2009 Scheme has been implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and the resolution passed by the shareholders of the Company on March 10, 2009 through postal ballot.

Corporate Governance

Compliance Certificate regarding compliance of conditions of Corporate Governance

TO THE MEMBERS OF
NEW DELHI TELEVISION LIMITED

We have examined the compliance of conditions of corporate governance by **NEW DELHI TELEVISION LIMITED** ("the Company"), for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreements of the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

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

For **Hemant Singh & Associates**
(Company Secretaries)

CS Hemant Kumar Singh
C.P. No-6370
Date : May 9, 2013

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance provides an appropriate framework for the Board, its committees and the executive management to carry out the purposes that are in the interest of the Company and the Stakeholders. The company is committed to continually evolving and adopting appropriate corporate governance best practices. The Company regularly evaluates and defines its management practices which are aimed at enhancing its commitment to ensure that these basic tenets of corporate governance are met.

Board of Directors

The present strength of the Board is eight, comprising four executive directors including the Co-Chairpersons, and four non-executive independent directors. The Board of Directors of the Company is a sound mix of executive and independent directors to maintain the independence of the Board and to separate the Board function of governance and management. The Board meets at least four times in a year and more frequently, if deemed necessary, with a maximum time gap of four months between any two board meetings. All the four non-executive independent directors are eminent professionals having experience in business, finance and other key functional areas.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2013, are given below:

| Name of Directors | Position | Directorships held as on March 31, 2013* | Committee membership in all Companies*** | Chairmanship in Committees where they are Members*** |
|--------------------------|---------------------------------------|--|--|--|
| Dr. Prannoy Roy | Executive Co-Chairperson (Promoter)** | 8 | 6 | 1 |
| Mrs. Radhika Roy | Executive Co-Chairperson (Promoter)** | 8 | 5 | – |
| Mr. K V L Narayan Rao | Executive Vice-Chairperson | 8 | 7 | 4 |
| Mr. Vikramaditya Chandra | Group CEO & Executive Director | 4 | 3 | – |
| Mr. Amal Ganguli | Non-Executive Independent Director | 14 | 10 [#] | 4 |
| Ms. Indrani Roy | Non-Executive Independent Director | 2 | 2 | 1 |
| Mr. Vijaya Bhaskar Menon | Non-Executive Independent Director | 2 | 2 | – |
| Mr. Pramod Bhasin | Non-Executive Independent Director | 2 | 1 | – |

* Includes directorships in all Private and Public Indian Companies. The foreign Companies and Companies under Section 25 of the Companies Act, 1956 have not been taken into account.

** Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co-Chairpersons, are related to each other.

*** In computation of the number of committees, the committees other than the Audit Committee and the Shareholders' and Investors Grievance Committee have not been taken into account.

Includes Committee membership in all Private and Public Indian Companies.

Meetings & Attendance

The Board met five times during the financial year under review on – May 3, 2012, July 26, 2012, July 31, 2012, November 1, 2012 and February 7, 2013. The maximum time gap between any two Board Meetings was less than four months.

The presence of Directors at the Board meetings and last AGM was as follows:

| Name of the Directors | Board Meetings held during the year | Board meetings attended | Whether attended last Annual General Meeting (AGM) |
|--------------------------|-------------------------------------|-------------------------|--|
| Dr. Prannoy Roy | 5 | 5 | Yes |
| Mrs. Radhika Roy | 5 | 5 | Yes |
| Mr. K V L Narayan Rao | 5 | 4 | Yes |
| Mr. Vikramaditya Chandra | 5 | 5 | Yes |
| Mr. Amal Ganguli | 5 | 4 | Yes |
| Ms. Indrani Roy | 5 | 4 | Yes |
| Mr. Vijaya Bhaskar Menon | 5 | 4 | No |
| Mr. Pramod Bhasin | 5 | 4 | No |

None of the directors is a member of more than ten committees or acts as the chairman of more than five committees in all Public companies in which they are directors.

The details of directorships /committee memberships are based on the disclosures received from the directors.

Audit Committee

Constitution of Committee

The Audit Committee of the Board of Directors, as of March 31, 2013, is made up of the following directors:

| Name of the Directors | Category | Position |
|--------------------------|------------------------------------|----------|
| Mr. Amal Ganguli | Non-Executive Independent Director | Chairman |
| Ms. Indrani Roy | Non-Executive Independent Director | Member |
| Mr. Vijaya Bhaskar Menon | Non-Executive Independent Director | Member |
| Mr. Pramod Bhasin | Non-Executive Independent Director | Member |
| Mr. K V L Narayan Rao | Executive Vice-Chairperson | Member |
| Mr. Vikramaditya Chandra | Group CEO & Executive Director | Member |

Mr. Anoop Singh Juneja, Company Secretary is the Secretary to the Committee.

Terms of reference

The primary responsibility of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process, to review the quality and reliability of the information used by the Board. The Audit Committee also focuses on the adequacy and appropriateness of the internal controls of the Company. The functions of the Audit Committee include the following:

- Overseeing the Company's financial reporting process.
- Recommending to the Board, the appointment, re-appointment or removal of the statutory auditors and their remuneration.
- Reviewing, with the management, the quarterly and annual financial statements before submission to the Board for approval.
- Considering and approving changes, if any, in accounting policies and practices.
- Overseeing compliance with listing and other legal requirements relating to financial statements.

- Reviewing the adequacy of the internal audit function and its operation.
- Reviewing the findings of any internal investigations by the internal auditors.
- 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.
- Review of Management Discussion and Analysis of financial condition and results of operations.
- Review of statement of significant related party transactions, submitted by management.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

The terms of reference stipulated by the Board to the Audit Committee are as per Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms formulated by the Board.

Meetings held and Attendance

Four Meetings of the Audit Committee of the Company were held during the year on May 3, 2012, July 31, 2012, November 1, 2012 and February 6, 2013.

The attendance of Committee Members at the Audit Committee meetings were as follows:

| Name of the Directors | No. of Committee meetings attended |
|--------------------------|------------------------------------|
| Mr. Amal Ganguli | 4 |
| Ms. Indrani Roy | 4 |
| Mr. Vijaya Bhaskar Menon | 4 |
| Mr. Pramod Bhasin | 4 |
| Mr. K V L Narayan Rao | 4 |
| Mr. Vikramaditya Chandra | 4 |

CEO/CFO Certification

The Company is fully cognizant of the need to maintain adequate internal control to protect its assets and interests and for integrity and fairness in financial reporting and is committed to laying down and enforcing such controls of appropriate systems and procedures. Towards this the CEO and the CFO have certified to the Board by placing a certificate on the internal control related to the financial reporting process during the year ended March 31, 2013.

Remuneration Committee

The Remuneration Committee of the Board of Directors reviews, recommends and approves the matters connected with fixation and periodic revision of the remuneration payable to the Executive Directors.

The Remuneration Committee constitutes the following Directors as on March 31, 2013:

| Name of the Directors | Category | Position |
|--------------------------|------------------------------------|----------|
| Mr. Vijaya Bhaskar Menon | Non-Executive Independent Director | Chairman |
| Ms. Indrani Roy | Non-Executive Independent Director | Member |
| Mr. Amal Ganguli | Non-Executive Independent Director | Member |

Mr. Anoop Singh Juneja, Company Secretary acts as Secretary to the Committee.

One Meeting of the Remuneration Committee of the Company was held during the year July 31, 2012.

Remuneration Policy

The remuneration policy of the Company is aimed at rewarding performance, based on review of achievements on a regular basis and is in consonance with the existing industry practice.

The remuneration paid to executive directors during the year is as follows:

(Amount in Rs.)

| Name of the Directors | Salary* | Perquisites | Cost attributable to ESOP | Total |
|--------------------------|--------------------|-----------------|---------------------------|--------------------|
| Dr. Prannoy Roy | 53,51,434 | 2,75,475 | – | 56,26,909 |
| Mrs. Radhika Roy | 57,98,404 | 2,75,475 | – | 60,73,879 |
| Mr. K V L Narayan Rao | 81,76,527 | 1,40,833 | – | 83,17,360 |
| Mr. Vikramaditya Chandra | 1,19,90,053 | 32,400 | 19,17,526 | 1,39,39,979 |
| Total | 3,13,16,418 | 7,24,183 | 19,17,526 | 3,39,58,127 |

*Salary includes allowances and contribution towards provident fund.

Non-executive directors are paid sitting fees for attending meetings of the Board and any Committee thereof. The details of the sitting fees paid to the non-executive directors during the year, is as under:

(Amount in Rs.)

| Name of the Directors | Sitting Fee |
|--------------------------|-----------------|
| Mr. Amal Ganguli | 2,60,000 |
| Ms. Indrani Roy | 2,60,000 |
| Mr. Vijaya Bhaskar Menon | 1,80,000 |
| Mr. Pramod Bhasin | 1,60,000 |
| Total | 8,60,000 |

In view of the duties and responsibilities undertaken by them, in accordance with the provisions of law and the operating needs of the Company and as approved by the shareholders, the Company made an application to the Central Government for payment of remuneration to the non-executive directors for the year ended March 31, 2012, for a sum of Rs. 32.50 lacs. The approval of Central Government is awaited.

Equity shares of the Company held by the non-executive directors as on March 31, 2013 are as follows:

| Name of the Directors | Category | Number of shares held |
|--------------------------|------------------------------------|-----------------------|
| Mr. Vijaya Bhaskar Menon | Non-Executive Independent Director | Nil |
| Ms. Indrani Roy | Non-Executive Independent Director | Nil |
| Mr. Amal Ganguli | Non-Executive Independent Director | Nil |
| Mr. Pramod Bhasin | Non-Executive Independent Director | Nil |

Shareholders' and Investors' Grievance Committee

The Shareholders' and Investors' Grievance Committee comprised the following directors as on March 31, 2013:

| Name of the Directors | Category | Position |
|-----------------------|------------------------------------|-------------|
| Ms. Indrani Roy | Non-Executive Independent Director | Chairperson |
| Dr. Prannoy Roy | Executive Co-Chairperson | Member |
| Mrs. Radhika Roy | Executive Co-Chairperson | Member |
| Mr. K V L Narayan Rao | Executive Vice-Chairperson | Member |

Mr. Anoop Singh Juneja, Company Secretary is the Secretary to the Committee and the Compliance officer of the Company.

The Shareholders' and Investors' Grievance Committee ensures that there is timely and satisfactory redressal of all investor queries. The Committee approves, oversees and reviews all matters connected with share transfers, rematerialisation, transposition of securities, redresses shareholders' grievances like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend and all such acts, things or deeds incidental thereto. The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of service to investors. The Board has delegated the power of approving transfer of securities to the Company Secretary of the Company.

During the year four meetings of the Shareholders' and Investors' Grievance Committee were held.

The number of shareholder complaints received during the financial year ended March 31, 2013 were 14 (fourteen) and all the complaints were resolved to the satisfaction of the shareholders. There were no pending complaints as on March 31, 2013.

Code of Conduct

The Company in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the amendments thereto has formulated/ revised a Code of Conduct for prevention of Insider Trading. The code lays down guidelines, which advise on procedures to be followed and disclosures to be made while dealing with shares of the Company and indicate the consequences of non-compliance.

The Company has also laid down a Code of Conduct for Board members and senior management personnel. The Company is committed to conducting its business in accordance with applicable laws, rules and regulations, and the highest standards of business ethics, and to full and accurate disclosure in compliance with applicable laws, rules & regulations. All the Board members and senior management personnel have affirmed compliance with the code of conduct for the current year. The code of conduct is also displayed on the website of the Company www.ndtv.com.

Declaration regarding compliance with the Code of Conduct of the Company by Board members and senior management personnel:-

I hereby confirm that the Company has obtained from all the members of the Board and senior management personnel of the Company, affirmation that they have complied with the Code of Conduct of the Company during the financial year 2012-13.

Place : New Delhi
Date : May 9, 2013

Vikramaditya Chandra
Group CEO and Executive Director

General Body Meetings

The Annual General Meeting (AGM) is the principal forum for interaction between the management and the shareholders. The Annual General Meetings are held at Delhi where the registered office of the Company is situated.

The Company ensures that the notice of the AGM, along with the annual report of the Company is dispatched to the shareholders well in time to enable them to participate in the meeting.

The location, date and time of the Annual General Meetings of the Company held during the last three years are given below:

| Year | Date | Time | Venue |
|---------|--------------------|-----------|---|
| 2009-10 | August 4, 2010 | 3.30 p.m. | Air Force Auditorium, Subroto Park, New Delhi |
| 2010-11 | August 3, 2011 | 3.30 p.m. | Air Force Auditorium, Subroto Park, New Delhi |
| 2011-12 | September 27, 2012 | 3.30 p.m. | Siri Fort Auditorium, August Kranti Marg, New Delhi |

Fourteen (14) special resolutions were passed by show of hands by the shareholders present at the last three Annual General Meetings. The Chairman of the Audit Committee was present at all the above AGMs. During the Financial Year 2012-13, the Company did not pass any resolution through postal ballot.

Disclosures

(a) Companies within the same Group

Dr. Prannoy Roy, Mrs. Radhika Roy, RRPR Holding Private Limited and NDTV Investments Private Limited, the two named companies having their registered addresses at E-186, Basement, Greater Kailash-I, New Delhi and 207, Okhla Industrial Estate, Phase-III, New Delhi, respectively, are members of the same group within the meaning of the Monopolies and Restrictive Trade Practices Act 1969.

(b) Related Party Transactions

The Company has not entered into any transaction of a material nature with its promoters, directors or the management, their relatives or subsidiaries of the Company etc. that may have any potential conflict with the interests of the Company.

(c) Compliances by the Company

The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market. During the year 2012-13, no penalties/ strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market.

(d) Non-Mandatory requirements

The Company is complying with all the mandatory requirements of clause 49 of the listing agreement. In addition, the Company has also adopted the non-mandatory recommendation as regards the Remuneration Committee.

Means of Communication

- (a) The quarterly results of the Company are published in Business Standard /Mint (English dailies) and in Business Standard/Rashtriya Sahara (Hindi dailies) and are also available on the Company's website www.ndtv.com.
- (b) The Company maintains a functional website www.ndtv.com containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials handling investor grievances. The Company also ensures that the contents of the said website are updated at any given point of time.

GENERAL SHAREHOLDER INFORMATION**Annual General Meeting (AGM)**

The 25th Annual General Meeting of the Company will be held on:

Day, Date and Time: Wednesday the 7th day of August, 2013 at 3.30 p.m

Venue: Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010

Financial Calendar

The next financial year of the Company is April 1, 2013 to March 31, 2014.

The quarterly results will be adopted by the Board of Directors in accordance with the following schedule:

| For the Quarter ending | Time period |
|---|----------------------------|
| June 30, 2013 | last week of July 2013 |
| September 30, 2013 - (results for the quarter as well as half year) | 1st week of November, 2013 |
| December 31, 2013 | 1st week of February, 2014 |
| March 31, 2014 (year ending) | 1st week of May, 2014 |

Book Closure

The book closure period is from Thursday, August 1, 2013 to Wednesday, August 7, 2013 (both days inclusive).

Listing on Stock Exchanges and the Stock Code allotted:

The Equity Shares of the Company are listed on the following Stock Exchanges:

- (a) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400001.
- (b) National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051.

The Stock Codes allotted by these Stock Exchanges are as follows:

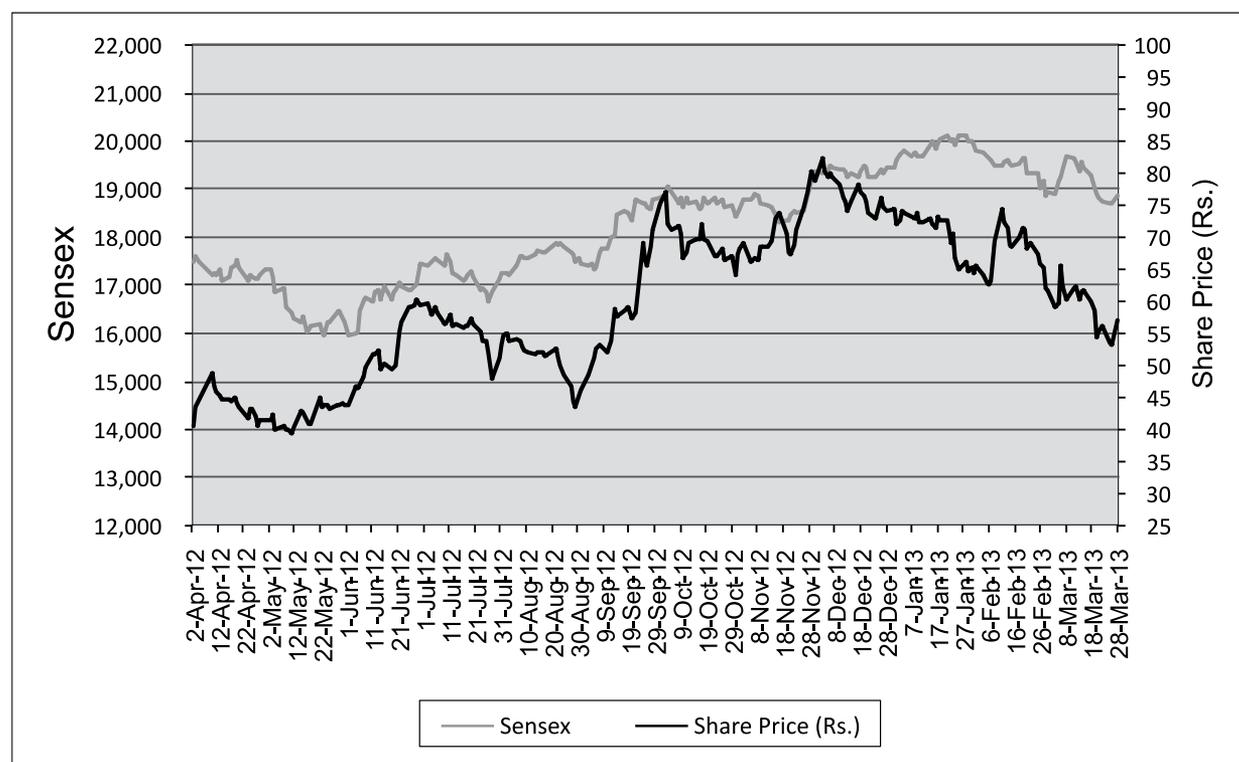
| Name | Code |
|--|--------------|
| BSE Limited | 532529 |
| National Stock Exchange of India Limited | NDTV EQ |
| Demat ISIN Numbers in NSDL and CDSL | INE155G01029 |

The listing fee for the financial year 2013-14 has been paid to BSE Limited and National Stock Exchange of India Limited. The Company has also paid annual custodian fee for the year 2013-14 to NSDL & CDSL.

Market Price Data (Face value of Rs. 4/- per share)

| Month | BSE Limited (In Rs. per share) | | National Stock Exchange of India Limited (In Rs. per share) | |
|-----------------|-----------------------------------|-------|--|-------|
| | High | Low | High | Low |
| April, 2012 | 49.40 | 39.80 | 45.43 | 42.51 |
| May, 2012 | 46.60 | 38.35 | 43.60 | 41.20 |
| June, 2012 | 65.00 | 43.05 | 53.93 | 50.37 |
| July, 2012 | 61.90 | 47.15 | 57.58 | 55.00 |
| August, 2012 | 56.20 | 43.20 | 52.05 | 49.83 |
| September, 2012 | 75.40 | 46.15 | 59.67 | 55.81 |
| October, 2012 | 79.70 | 63.70 | 71.47 | 67.33 |
| November, 2012 | 80.75 | 63.25 | 72.16 | 68.45 |
| December, 2012 | 85.00 | 72.05 | 78.83 | 75.34 |
| January, 2013 | 77.00 | 62.05 | 72.65 | 69.76 |
| February, 2013 | 75.85 | 61.00 | 69.42 | 66.25 |
| March, 2013 | 67.00 | 51.00 | 62.10 | 57.89 |

Performance in comparison to BSE Sensex



Shareholding Pattern

The shareholding pattern of the Company as on March 31, 2013 is as under:

| NAME OF THE COMPANY : NEW DELHI TELEVISION LIMITED | | | |
|--|---|---|---|
| SCRIP CODE : 532529- NDTV | NAME OF THE SCRIP : NEW DELHI TELEVISION LIMITED | CLASS OF SECURITY : EQUITY | |
| QUARTER ENDED : 31/03/2013 | | | |
| NOT APPLICABLE | | | |
| Partly paid-up shares | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the Company |
| Held by promoter/promoter group | 0 | 0 | 0 |
| Held by public | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |
| Outstanding convertible securities: | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the Company assuming full conversion of the convertible securities |
| Held by promoter/promoter group | 0 | 0 | 0 |
| Held by public | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |
| Warrants: | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the Company, assuming full conversion of warrants |
| Held by promoter/promoter group | 0 | 0 | 0 |
| Held by public | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |
| Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities | 64471267 equity shares | | |

| Category Code | Category of Shareholder | Number of Shareholders | Total Number of Shares | Number of Shares Held in Dematerialized form | Total Shareholding as a Percentage of Total Number of Shares | | Shares Pledged or otherwise Encumbered | |
|---------------|--|------------------------|------------------------|--|--|----------------------------|--|----------------------|
| | | | | | As A Percentage of (A+B) | As A Percentage of (A+B+C) | Number Of Shares | As A Percentage |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)=(VIII)/(IV)*100 |
| (A) | Promoter and Promoter Group | | | | | | | |
| (1) | INDIAN | | | | | | | |
| (a) | Individuals /Hindu Undivided Family | 2 | 20801240 | 20801240 | 32.26 | 32.26 | 0 | 0.00 |
| (b) | Central Government/State Government(s) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Bodies Corporate | 1 | 18813928 | 18813928 | 29.18 | 29.18 | 0 | 0.00 |
| (d) | Financial Institutions / Banks | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Sub-Total (A) (1) : | 3 | 39615168 | 39615168 | 61.45 | 61.45 | 0 | 0.00 |

| Category Code | Category of Shareholder | Number of Shareholders | Total Number of Shares | Number of Shares Held in Dematerialized form | Total Shareholding as a Percentage of Total Number of Shares | | Shares Pledged or otherwise Encumbered | |
|---------------|---|------------------------|------------------------|--|--|----------------------------|--|----------------------|
| | | | | | As A Percentage of (A+B) | As A Percentage of (A+B+C) | Number Of Shares | As A Percentage |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX)=(VIII)/(IV)*100 |
| (2) | FOREIGN | | | | | | | |
| (a) | Individuals (Non Resident Individuals/Foreign Individuals) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (b) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Institutions | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Sub-Total (A)(2) : | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | 3 | 39615168 | 39615168 | 61.45 | 61.45 | 0 | 0.00 |
| (B) | PUBLIC SHAREHOLDING | | | | | | NA | NA |
| (1) | INSTITUTIONS | | | | | | NA | NA |
| (a) | Mutual Funds /UTI | 1 | 114753 | 114753 | 0.18 | 0.18 | | |
| (b) | Financial Institutions /Banks | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (c) | Central Government / State Government(s) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (d) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (e) | Insurance Companies | 1 | 151697 | 151697 | 0.24 | 0.24 | | |
| (f) | Foreign Institutional Investors | 4 | 780507 | 780507 | 1.21 | 1.21 | | |
| (g) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (h) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| | Sub-Total (B)(1) : | 6 | 1046957 | 1046957 | 1.62 | 1.62 | | |
| (2) | NON-INSTITUTIONS | | | | | | NA | NA |
| (a) | Bodies Corporate | 604 | 13183390 | 13183390 | 20.45 | 20.45 | | |
| (b) | Individuals | | | | | | | |
| | (i) Individual shareholders holding nominal share capital up to Rs.1 lakh | 38534 | 7583035 | 7557900 | 11.76 | 11.76 | | |
| | (ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 28 | 2715492 | 2715492 | 4.21 | 4.21 | | |
| (c) | Any Other (Specify) | | | | | | | |
| | Clearing Members | 50 | 112503 | 112503 | 0.17 | 0.17 | | |
| | Non Resident Indians | 248 | 213722 | 213722 | 0.33 | 0.33 | | |
| | Trust | 1 | 1000 | 1000 | 0.00 | 0.00 | | |
| | Sub-Total (B)(2) : | 39465 | 23809142 | 23784007 | 36.93 | 36.93 | | |
| | Total Public Share Holding (B)=(B)(1)+(B)(2) | 39471 | 24856099 | 24830964 | 38.55 | 38.55 | NA | NA |
| | Total (A)+(B) | 39474 | 64471267 | 64446132 | 100.00 | 100.00 | | |
| (C) | Shares held by custodians and against which Depository Receipts have been issued | 0 | 0 | 0 | NA | 0.00 | NA | NA |
| (1) | Promoter and Promoter Group | | | | | | | |
| (2) | Public | | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) : | 39474 | 64471267 | 64446132 | 100.00 | 100.00 | 0 | 0.00 |

NA - Not Applicable

Distribution of Shareholding, as on March 31, 2013 is as under:

| Category | Shareholders | | Face value of Rs.4/- per share | |
|---------------|--------------|---------------|--------------------------------|---------------|
| | Number | % | Amount (Rs.) | % |
| 1-5000 | 38323 | 97.08 | 14176552 | 5.50 |
| 5001- 10000 | 484 | 1.23 | 3595680 | 1.40 |
| 10001- 20000 | 297 | 0.75 | 4495520 | 1.74 |
| 20001- 30000 | 122 | 0.31 | 3027648 | 1.17 |
| 30001- 40000 | 90 | 0.23 | 3166300 | 1.23 |
| 40001- 50000 | 40 | 0.10 | 1759752 | 0.68 |
| 50001- 100000 | 68 | 0.17 | 4436552 | 1.72 |
| 100001& Above | 50 | 0.13 | 223227064 | 86.56 |
| Total | 39474 | 100.00 | 257885068 | 100.00 |

Dematerialization of Share and Liquidity

As on March 31, 2013 only 25135 shares constituting 0.04% of the total equity capital are in physical form. The shares of New Delhi Television Limited are actively traded on Stock Exchanges.

Employee Stock Option Plan (ESOP 2004)

The Company had instituted the Employee Stock Option Plan - ESOP 2004 to grant equity-based incentives to all its eligible employees. The ESOP 2004 as approved by the shareholders on September 19, 2005 provides for grant of 4,057 thousand options to employees of the Company by the ESOP Committee at an exercise price of Rs. 4/- each, representing one share for each option upon exercise. The maximum tenure of these options granted is 7 years from the date of grant.

Further, during the earlier years, the Company has amended the ESOP 2004 Scheme incorporating a clause giving the employees a right to surrender the options. Consequently, employees holding options equivalent to 18,01,925 have exercised their right to surrender.

The details as per the requirements of SEBI (ESOS & ESPS) Guidelines, 1999 are annexed to the Directors' Report.

Employee Stock Purchase Scheme 2009 (ESPS 2009)

During the year 2008-2009, the Company had instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for employees of the Company and its subsidiaries by granting shares thereunder.

The scheme was formulated in accordance with the SEBI (ESOS & ESPS) Guidelines, 1999.

The Scheme was approved by the shareholders on March 10, 2009, through a postal ballot process and provides for allotment of 21,46,540 equity shares to the eligible employees of the Company by the ESOP & ESPS Committee at an exercise price of Rs. 4/- each.

The details as per the requirements of SEBI (ESOS & ESPS) Guidelines, 1999 are annexed to the Directors' Report.

Registrar and Share Transfer Agent

Registrar and Share Transfer Agent of the Company is:

Karvy Computershare Private Limited
Unit: New Delhi Television Limited
Plot No. 17-24 Vittalrao Nagar, Madhapur
Hyderabad-500 081.
Phone : 040-44655000, Fax : 040-23420814
E Mail : mailmanager@karvy.com

Share Transfer System

Requests for share transfers, rematerialisation and transposition are attended within the stipulated time period. The share certificate is returned/ issued in accordance with the time period as stipulated under The Companies Act, 1956, The Depositories Act, 1996, Listing Agreement and other applicable rules and regulations.

The Company has not issued any GDRs /ADRs /Warrants or any Convertible Instruments.

Addresses for Correspondence

Plant Locations:

The Company does not have any manufacturing or processing plants.

Investor's Correspondence:

For transfer of shares in physical form and rematerialisation:

Karvy Computershare Private Limited
Unit: New Delhi Television Limited
Plot No. 17-24 Vittalrao Nagar Madhapur
Hyderabad-500 081.
Phone : 040-44655000, Fax : 040-23420814
E-mail : mailmanager@karvy.com

For Shares held in demat form:

To the respective depository participant.

Any query on Annual Report:

The Company Secretary

New Delhi Television Limited

Registered Office:-
207, Okhla Industrial Estate, Phase III
New Delhi- 110020.
Phone : 011- 46176300
Fax : 011- 41735110
E-mail : anoop@ndtv.com

For and on behalf of the Board

Dr. Prannoy Roy
Executive Co- Chairperson

Radhika Roy
Executive Co- Chairperson

Place : New Delhi
Date : May 9, 2013

Management's Discussion and Analysis

MANAGEMENT'S DISCUSSION AND ANALYSIS

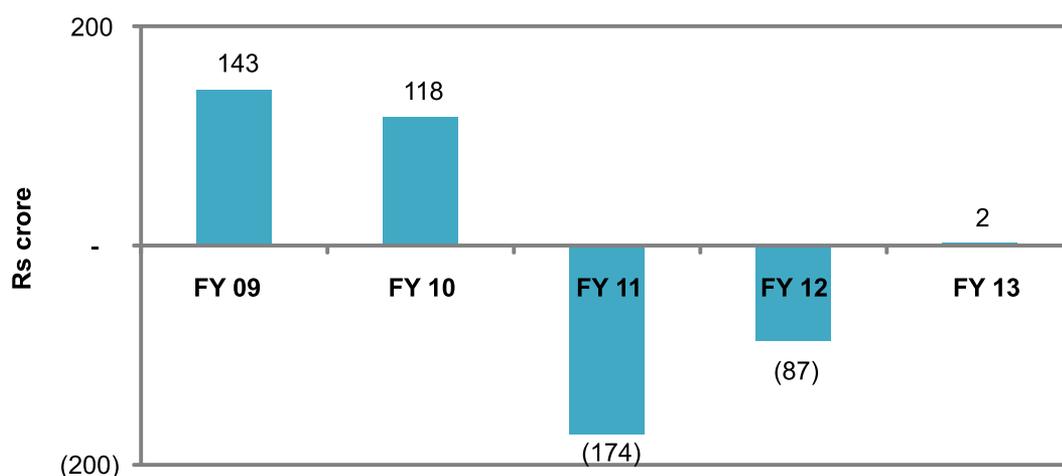
CHALLENGES AND ACHIEVEMENTS

2012-13 continued to be a difficult year for the television industry, with the television advertising market growing only by 8%¹. Poor domestic economic performance was exacerbated by the global slowdown. At such times, companies typically cut back on discretionary spending, particularly advertising.

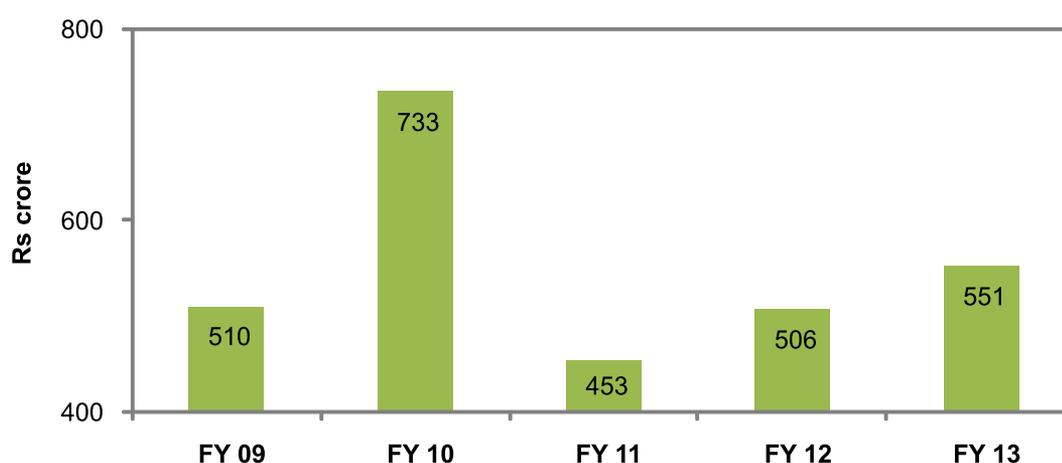
Faced with adverse circumstances, NDTV put in place a strategy which has delivered record results – a fitting tribute to its 25 years of delivering independent and unbiased news. Weak advertising revenues were more than offset by higher revenues from programme sponsorship and new media combined with cost rationalization. In effect, NDTV repositioned the business by reducing its dependence on advertising revenues.

Your company returned to profitability after tax, for the year ended 31 March 2013. NDTV group recorded a PAT of Rs 2 crore for FY 2012-13 as compared to a loss of Rs 87 crore during FY 2011-12. NDTV group crossed the Rs 550 crore mark, in terms of total income, for the year FY 2012-13.

Consolidated Annual PAT Trend



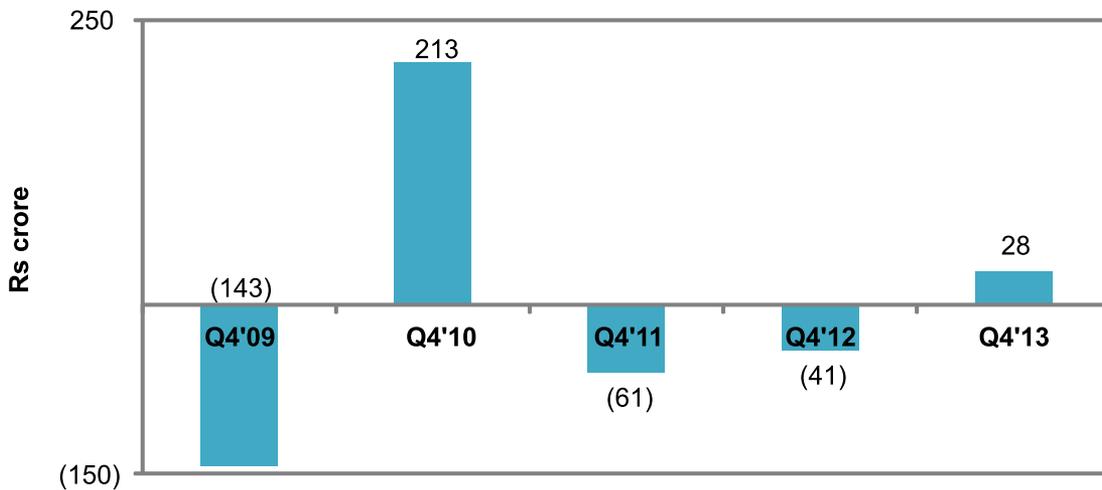
Consolidated Annual Income Trend



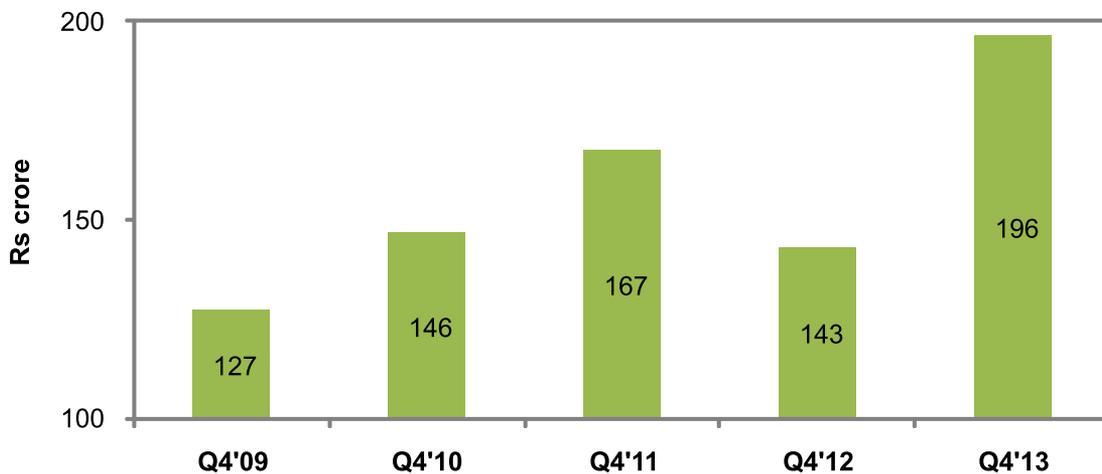
January to March 2013 was a record-breaking quarter for NDTV, particularly for the news business. NDTV standalone (news) registered a PAT of Rs 15 crore and an operating profit of Rs 25 crore – amongst the highest in NDTV's history. This was on the back of the highest revenues ever in any one quarter.

¹Source : FICCI-KPMG Indian Media and Entertainment Industry Report 2013

Consolidated Quarterly PAT Trend



Consolidated Quarterly Income Trend



The turnaround is a result of a number of initiatives undertaken by the group.

SIGNIFICANT DEVELOPMENTS: DIGITIZATION

1 November 2012 was a red-letter day in the history of Indian broadcasting media. This was the day on which the first phase of digitization finally became a reality after years of intense debate. From this date, all cable television systems in the four metros were required to be digital.

Digitization, simplistically put, mandates that all television cable systems must be digitized, thus vastly expanding the channel-carrying capacity of the delivery systems. Analogue cable could support a far lower number of channels and, due to technological constraints the quality of the picture and sound of channels carried on the prime band were notably superior to those carried on other bands. Consequently, broadcasters paid a significant premium to cable operators to be available and be carried in a leading slot.

Digitization, by substantially enhancing the bandwidth supply, has eliminated the need for broadcasters to compete for limited channel slots and has eased the pressure on carriage fees. Taking advantage of the changed market dynamics, NDTV has negotiated better terms with the cable operators in digitized cities, as have other broadcasters.

The next phase of digitization, mandatory in cities with 1 million plus population, was effected on 1 April 2013. Execution is currently underway.

Another anticipated consequence of digitization is an increase in subscription revenue due to greater transparency of the subscriber base. The gains from this are expected to accrue over a period of time.

IMPROVING OPERATIONAL EFFICIENCIES

A key focus area during the year has been enhancing internal efficiencies and optimizing resources. To this end, an in-depth group-wide review was carried out, including an analysis of core and non-core activities.

Advertising sales was identified as a critical function, especially during these challenging times. In March 2011, NDTV had appointed Star India as the exclusive representative for advertising sales for NDTV's news channels. Star India also took on responsibility for related back-office activities such as traffic, sales operations, billing and collections. On 1 December 2012, NDTV moved from a third party agency model to instituting an in-house sales team. The allied sales functions - traffic, sales operations, billing and collections – too, have been insourced. The intent was to drive greater synergies between the content and sales teams. This is also more efficient and cost effective.

Other cost and resource optimization measures aimed at eliminating wasteful or unproductive expenditure have been implemented, keeping in view the overarching principle that content quality and production values must not be compromised. The savings from these initiatives are partially evident in this year's financial results (the requisite actions were taken during the course of the year).

WIDENING THE REVENUE NET

Advertising remains the predominant source of revenue for broadcasters. To ease the reliance on advertising revenues and as a de-risking strategy, NDTV has been building new profitable business segments.

Revenue from social impact campaigns such as the Greenathon, Save the Tiger, Support My School, etc. registered healthy growth while continuing to be highly effective. In its fifth year now, the Greenathon is recognized as one of India's biggest green events. During 2012, the Greenathon raised over Rs 8 crore as funding towards solar lanterns. As a result of this initiative, over 600 villages have benefited since 2008.

NDTV entered into a long-term partnership with the Association of Indian Universities and the BCCI to encourage cricket at the university level. Adopting the 20-20 format, the tournament, an extension of the pan India Rohinton-Baria championship, is between the top eight university cricket teams. The idea was to combine top class cricket – from playing amenities to TV coverage – with a youth centric party atmosphere. The first ever championship, termed the 'Toyota University Cricket Championship', held during February 2012, was a resounding success. Shah Rukh Khan agreed to act as the brand ambassador. Foot-tapping music, celebrity performances, exciting contests and spectacular competitions made this a highly popular event amongst the youth.

THE RATINGS ISSUE

The worst kept secret in the Indian media industry is the flawed television ratings system. Although various stakeholders, from broadcasters to advertisers and even the government have, for years, acknowledged its failings, no concrete action had been taken.

Viewership ratings are critical in that they are a dominant factor in determining the allocation of the Rs 125 billion² television advertising pie between channels. TAM Media Research Private Limited, a Nielsen, Kantar and WPP group company has, for most part, been the monopoly provider of ratings data for over a decade.

Since 2004, NDTV has raised queries with respect to the credibility of TAM data, despite which, no remedial steps were taken by TAM and its international parents to correct the system.

Finally, NDTV filed a Complaint in the Supreme Court of the State of New York, USA.

Legalities aside, the suit has firmly brought the current ratings system under the scanner. There is widespread public support, from across sections of stakeholders, against the existing system. The government, too, has been spurred into action. Clearly, the hornet's nest has been disturbed.

RIDING THE NEW MEDIA WAVE

The new media wave has arrived and is here to stay.

India now hosts the world's third largest Internet population, at 174 million users. 2013 is expected to be the first year when feature phones cease to be the main device for wireless Internet access. Availability of cheaper smartphone options and low cost tablets will drive Internet access via these devices. India's appetite for apps is forecast to grow sharply, surpassing 5 billion downloads per annum within 3 years. India is already the fourth largest market for Android apps.

²Source : FICCI-KPMG Indian Media and Entertainment Industry Report 2013; 2012 figure

NDTV was one of the first media companies to fully recognize that television is increasingly becoming just one of many delivery platforms. Technology is enabling not only newer means of content delivery but also innovative ways of interacting with viewers. NDTV Convergence Limited, the new media arm of the group, continues to be at forefront of the digital space.

The revolutionary 'NDTV Second Screen' application was launched during the year, allowing users to interact in real time with television content, via their personal smart devices. Users can participate, influence and choose what they want to see and hear on television, in real time. For instance, users can rate speakers, drive the course of television discussions and ask questions.

'NDTV Play', another app launched during the year, addresses the varied content consumption behaviour of users. It permits users to create their own rundowns with any of the NDTV videos. Users can watch older episodes of programmes and share videos with their friends and family. 'NDTV Play' allows for simultaneous live streams from all four NDTV channels.

www.ndtv.com remains the leading news website in India. The company set a new record in unique visitors and video transfer on the Gujarat Election day. Around 80 TB of video was transferred on that single day.

Consequently, the revenue of NDTV Convergence Limited exhibited healthy growth, and there was a satisfactory jump in profitability.

The NDTV group is considering entry into the e-commerce space with a differentiated product offering and a unique business model. The portal is likely to be launched within the next few months.

PURSUING VALUE CREATION

The backbone of NDTV's strategy is to optimize management efforts and focus on business areas which create significant value for the group.

Accordingly, NDTV has sold its stake in Metronation Chennai Television Limited to Educational Trustee Company Private Limited, the holding company of Tamil daily Dina Thanthi. Metronation Chennai Television Limited operated Chennai's first and only city based English news and current affairs television channel, in partnership with Kasturi and Sons Limited (publishers of 'The Hindu' newspaper).

NDTV and Genpact had partnered to launch NGEN Media Services Private Limited. The aim was to target the media process outsourcing sector, drawing on the expertise and credibility of the parent organizations – NDTV in media, and Genpact in BPO. During the year, NDTV sold its stake in NGEN Media Services Private Limited to Genpact, so as to focus on its core businesses.

NEWS AND BEYOND

The NDTV channels retained their values and differentiation despite intense competitive pressures. The group is committed to delivering credible, independent and unbiased news.

NDTV 24x7, with its in depth analysis, sober and reasoned approach, stands distinctly apart from other English news channels.

NDTV India is uniquely positioned in the clutter of sensational, entertainment-oriented Hindi news channels. It is the channel viewers, across the board, tune into for 'real news', told as it is, without sensationalism.

NDTV Profit targets not only the day-trader but also the policy influencer and decision-maker. It is the definitive comprehensive business channel, analyzing events in the wider macro environmental context. The channel has been a pioneer in recurrently highlighting and analyzing real estate matters as an important component of the country's economy. Commencing as a pilot last year, the property band – substantial regular programming on property – gained viewer and advertiser traction this year. We are now in the process of revamping and relaunching NDTV Profit with a range of exciting new programmes.

NDTV firmly believes that in the long run, viewers will appreciate and reward NDTV channels for staying true to their purpose - for taking the news business seriously and delivering unadulterated pure news.

NDTV Good Times continues to be the only truly Indian lifestyle channel. Recognizing the need to adopt a 360 degree approach and enhance viewer touch-points, the channel undertook a few high-profile ground events. It launched the country's first Lifestyle Awards to celebrate the richness and diversity of Indian lifestyle. This exclusive event brought together the elite from Bollywood, fashion, hospitality and Indian royalty, amongst others. The third edition of the NDTV Good Times Food Awards honouring the finest restaurants, restaurateurs and chefs from across the country was also held during the year.

The media consultancy business, NDTV Worldwide, exhibited significant growth in revenues, by strengthening its existing client base while tapping new clients and markets.

HUMAN RESOURCES

NDTV's Human Resources agenda during 2012-2013 was focused on enhancing the organization's people capabilities for the future, building platforms for knowledge sharing and communication and strengthening HR services which enhance employee satisfaction.

Learning and Development

It is imperative that all learning initiatives align with the goals of the organization and needs of the people. As an initial step, the focus was to identify and assess the organizational needs for learning and skill building. Inputs from the employee surveys, focused group discussions and management vision helped identify key initiatives during the year.

- Knowledge Sharing

Your company believes that the sharing of knowledge by internal talent in the organization is one of the best ways to build capability for the future. Two new platforms were introduced to raise awareness and learn new skills. Lunch 'n' Learn and Master Classes were mediums for individuals to get together, share their ideas with each other and interact with experts in different fields.

- Alternative Learning Space:

This year we also leveraged on expertise outside of NDTV to build internal capabilities. Keeping the organizational interests in mind, NDTV introduced a Film Club which invited famous international filmmakers to ideate with NDTV employees and share their experiences.

In addition, external experts were invited to conduct workshops on both functional and behavioural aspects.

Employee Communication

A revamped Intranet - MYNDTV - paved the way for a new direction in employee communication. Built using in-house expertise, MYNDTV integrates all departments and locations with the aim of sharing information and providing employees with a platform to interact more closely with each other.

Performance Management

Acting on suggestions from the employee satisfaction survey, a quarterly feedback system has been introduced. The aim is to increase formal interaction between managers and teams and provide regular feedback (instead of merely once a year) to employees on their performance.

The annual performance assessment underwent a complete overhaul to ensure alignment with organizational priorities.

With the view to build managerial capability for the future, a 360 degree feedback mechanism was introduced during this year.

Compensation and Benefits

NDTV's compensation programme is designed to promote a high performance work culture. To this end, a number of steps were taken during the year. A 'Basket of Allowances' concept was introduced to provide salary structuring flexibility to employees. A 'Variable Pay' system, applicable at certain hierarchy levels, linking employee earnings to company's performance was introduced.

ENTERPRISE RISK AND MITIGATION STRATEGIES

Uninterrupted broadcast of television content is critical for the Company. Regular maintenance is undertaken to reduce the incidence of breakdowns. However, even in case of breakdown, your company has put in place adequate redundancy in engineering, IT and related infrastructure to ensure continuous smooth broadcast.

Disaster recovery systems and processes have been developed for key activities.

Internal process controls are in place. These are regularly verified by external auditors. Process lacunae and recommendations are reported to the Audit Committee of the Board and acted upon by the management. In addition, third party specialists are engaged to assess regulatory compliance.

Further, to minimize any reputational risk a strict compliance code, applicable to all employees, has been put in place.

OUTLOOK

Although, in the medium term the outlook for television advertising spend remains positive, during 2013-14, the advertising spend is expected to remain muted. However, NDTV's increasing focus on non-television advertising revenue streams is a positive. Further, your company expects to realize the full effect of the gains from digitization in cities with population more than 1 million during the next year.

IN CONCLUSION

2012-13 has been a remarkable year for your company, with record financial performance, path-breaking initiatives and businesses such as new media gaining scale. It also marks the coming-of-age of a transformed NDTV – lean, efficient and nimble.

We would like to thank our viewers, cable and DTH operators, advertisers, investors, bankers and government authorities for their continued support and faith in us.

Happy 25th anniversary to the entire NDTV family!

On behalf of NDTV management,

Vikramaditya Chandra

Group CEO & Executive Director

Please note

Statements in this report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations and actual results might differ materially from those either expressed or implied.

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The following discussion is based on the audited financial statements, which have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. The management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. For further details, see “Financial Statements – Summary of Significant Accounting Policies.”

Financial Condition

Share Capital

The Company's authorized capital is Rs. 1,733 million divided into 433.25 million equity shares of Rs 4/- each. At present there is only one class of shares – equity shares. The subscribed and paid share capital of the company is Rs 257.89 million divided into 64.47 million equity shares of Rs 4/- each, same as in previous year.

Reserves & Surplus

a. Securities Premium Account

The balance as of March 31, 2013, amounts to Rs 5077.01 million, same as in previous year.

b. General Reserve

The balance as of March 31, 2013, amounts to Rs 52.70 million, same as in previous year.

c. Profit & Loss Account

During the year, the company incurred loss of Rs. 203.40 million. A statement of movement in profit and loss account is given below:

| Particulars | Rs. in million | |
|--|------------------------------|------------|
| | For the year ended March 31, | |
| | 2013 | 2012 |
| Profit & Loss Account at the beginning of the year | (1,177.81) | (986.36) |
| Add: Profit/(Loss) for the year | (203.40) | (191.45) |
| Add: Credited on account of Merger (Refer Note 30) | 179.09 | – |
| Profit/ (Loss) Carried forward to balance sheet | (1,202.12) | (1,117.81) |

Secured and Unsecured Loans

The Company utilized an additional amount of Rs 175.76 million out of sanctioned limits during the year for funding its operational requirements.

Fixed Assets

The additions to fixed assets in the current year consisted of new Plant & Machinery, Computers, Vehicles, Renovation of Office premises & Other office equipments etc., acquired for supporting operations. The capital work in progress of Rs 15.76 million as of March 31, 2013 comprises assets being acquired for expansion and for replacement of existing depreciated unusable assets.

Investments

The company and its joint venture M/s. Kasturi and Sons Limited (KSL), on 20th Aug'11 entered into an agreement with “Educational Trustee Company Private Limited” for the sale of 100% of their respective stakes in Metro Nation Chennai Limited (MNC) for a consideration aggregating Rs. 150 million, subject to certain conditions precedent. Further to the receipt of all regulatory and statutory approvals during the year, the Company and KSL have transferred their respective stakes in MNC to Educational Trustee Co on September 28, 2012.

A statement of movement in Investments is given below:

| Current Investments | Rs. in million | |
|---|------------------------|--------------|
| Particulars | As at March, 31 | |
| | 2013 | 2012 |
| Metronation Chennai Television Private Limited (Net of diminution of Rs. 163.72 million) | – | 24.59 |
| NDTV (Mauritius) Multi Media Limited (Refer Note 30) | 93.13 | – |
| NDTV One Holding Ltd. (Refer Note 30) | – | 2.25 |
| | 93.13 | 26.84 |

| Non-Current Investments | Rs. in million | |
|--|------------------------|-----------------|
| Particulars | As at March, 31 | |
| | 2013 | 2012 |
| <u>Investments in Subsidiaries</u> | | |
| NDTV Media Limited | 8.50 | 8.50 |
| NDTV Convergence Limited | 0.11 | 0.11 |
| NDTV Networks Limited | 2,715.20 | 2,700.50 |
| NDTV Worldwide Pvt Limited | 1.10 | 1.10 |
| Delta Soft Pro Pvt Limited | 87.03 | 77.46 |
| <u>Investments in Associate</u> | | |
| Astro Awani Network Sdn Bhd (Refer Note 30) | 27.09 | – |
| <u>Others</u> | | |
| Emaar MGF Land Limited (Net of diminution of Rs. 106.44 million) | 18.84 | 18.84 |
| SBI Mutual Fund | 1.00 | 1.00 |
| Jai Prakash Power Venture Ltd (Net of diminution of Rs. 72.69 million) | 137.32 | 137.32 |
| | 2,996.19 | 2,944.83 |

Results of operations

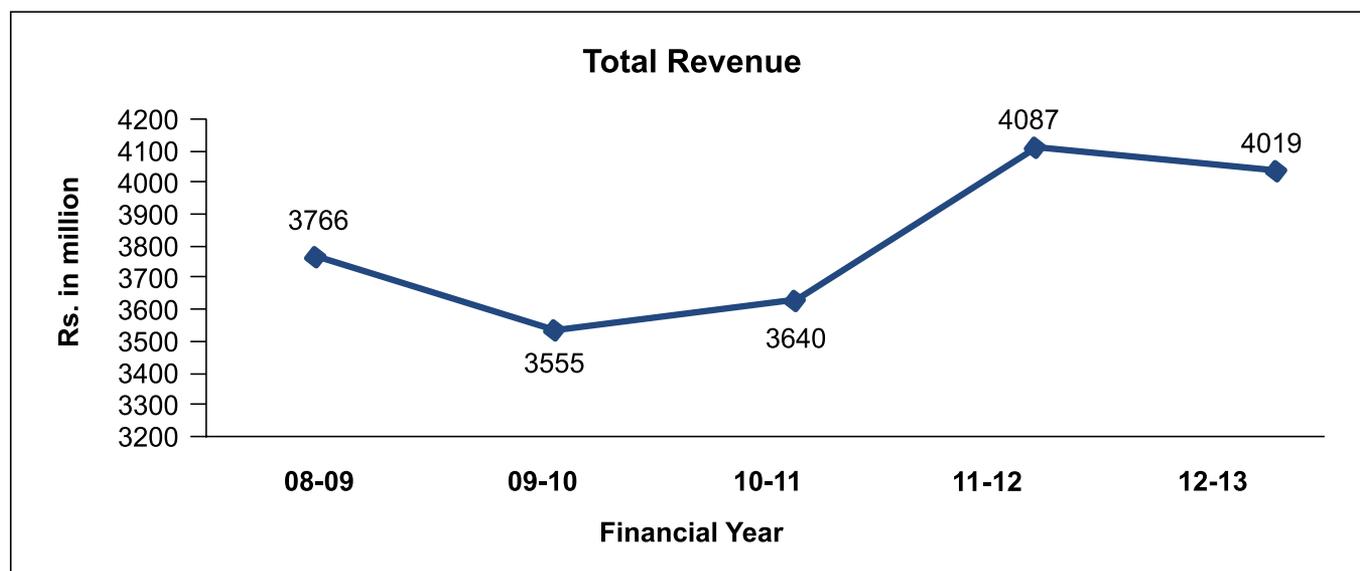
Revenues

The Company derives its revenue from the broadcasting of the channels, NDTV 24X7, NDTV India and NDTV Profit. Revenue from operations primarily comprises of advertising sales, subscription revenue, and event sales.

Total Income

The total revenue for the year was Rs 4,018.56 million as compared to Rs 4,086.81 million in the previous year. Income from Operations grew by 4% on account of higher event income.

The following chart depicts the movement in revenue over the last 5 years:

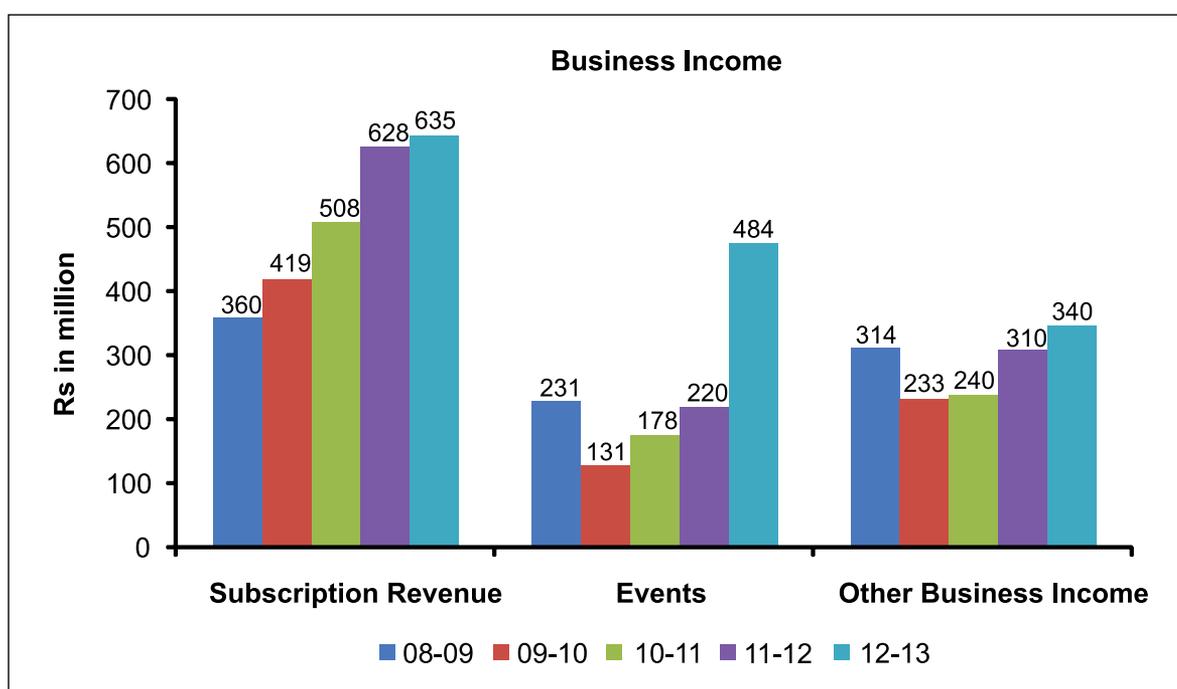


The following table sets forth the contribution of the different components towards total income for year ended March 31, 2013 and March 31, 2012.

| Income for the year ended March 31, | | | | Rs. in million | |
|-------------------------------------|-----------------|-------------|-----------------|----------------|------------|
| Particulars | 2013 | Mix% | 2012 | Mix% | Growth% |
| Advertising Sales | 2,466.44 | 61% | 2,621.53 | 64% | -6% |
| Subscription Revenue | 635.21 | 16% | 627.62 | 15% | 1% |
| Events | 484.46 | 12% | 219.64 | 5% | 121% |
| Other Business Income | 339.53 | 8% | 310.19 | 8% | 9% |
| Business Income | 1,459.21 | 36% | 1,157.45 | 28% | 26% |
| Other Income | 92.91 | 2% | 307.83 | 8% | -70% |
| Total Income | 4,018.56 | 100% | 4,086.81 | 100% | -2% |

Business Income

Business Income for the year ended March 31, 2013 increased by 26% to Rs. 1,459.21 million from Rs 1,157.45 million last year. Among the major sources of business income, the subscription income has increased to Rs 635.21 million in comparison to Rs. 627.62 million last year mainly due to continuous growth in DTH subscribers. The event income from various special projects increased to Rs 484.46 million in the current year as against Rs. 219.64 million in the previous year.



Other Income

Other Income for the year ended March 31, 2013 is Rs 92.91 million as compared to Rs 307.83 million for last year. This decrease is mainly attributable to dividend income of Rs 245 million received from one of its subsidiary last year.

Expenses

The Company's expenses comprise of Production Expenses, Personnel Expenses, Operating & Administration Expenses and Distribution & Marketing Expenses.

Operating Cost

The total operating cost for the year ended March 31, 2013 has increased by 3% from Rs. 3,719.30 million in the previous year to Rs. 3,826.47 million in the current year. The increase in production, personnel and administration expenses has been marginally offset by decrease in distribution expenses.

The following table depicts the different components of operating cost:

| Operating expenses for the year ended March 31, | | | | Rs. in million | |
|---|-----------------|--------------|-----------------|----------------|-----------|
| | 2013 | % of Revenue | 2012 | % of Revenue | Growth% |
| Production Expenses | 677.00 | 17% | 609.84 | 15% | 11% |
| Personnel Expenses | 1,217.18 | 30% | 1,165.03 | 29% | 4% |
| Operations & Administration Expenses | 961.77 | 24% | 923.65 | 23% | 4% |
| Marketing, Distribution & Promotion Expenses | 970.52 | 24% | 1,020.78 | 25% | -5% |
| Total Operating Expense | 3,826.47 | 95% | 3,719.30 | 91% | 3% |

Production Expenses

Production Cost for the year ended March 31, 2013 increased by 11% from Rs 609.84 million in the previous year to Rs. 677.00 million in the current year. The major break up of the production expenses is provided in the table below:

| Production expenses for the year ended March 31, | | | | Rs. in million | |
|--|---------------|--------------|---------------|----------------|------------|
| | 2013 | % of Revenue | 2012 | % of Revenue | Growth % |
| Transmission & Uplinking | 123.73 | 3% | 87.08 | 2% | 42% |
| Consultancy & Professional Fee | 207.29 | 5% | 139.24 | 3% | 49% |
| Travelling | 85.24 | 2% | 122.30 | 3% | -30% |
| Subscription, Footage & News Service | 69.86 | 2% | 66.96 | 2% | 4% |
| Hire Charges | 39.72 | 1% | 21.11 | 1% | 88% |
| Graphic, Music & Film Clip | 29.04 | 1% | 20.57 | 1% | 41% |
| Video Tapes | 3.73 | 0% | 3.94 | 0% | -5% |
| Software Expenses | 2.86 | 0% | 12.55 | 0% | -77% |
| Stores & Spares | 2.37 | 0% | 5.63 | 0% | -58% |
| Set Construction | 23.18 | 1% | 10.74 | 0% | 116% |
| Panelist Fee | 17.67 | 0% | 11.34 | 0% | 56% |
| Trade Mark / Licence Fees | 0.04 | 0% | 0.00 | 0% | |
| Other Production Expenses | 72.27 | 2% | 108.38 | 3% | -33% |
| Total Production Expenses | 677.00 | 17% | 609.84 | 15% | 11% |

The increase in production costs is mainly on account of special projects like 'University Cricket Championship', 'Greenathon', and 'Mark for Sports'.

Employees Cost

Employees cost for the year ended March 31, 2013 increased marginally by 4% from Rs 1,165.03 million in the previous year to Rs 1,217.18 million in the current year.

Operating and Administrative Expenses

Operating and Administrative Expenses increased by 4% from Rs 923.65 million in the previous year to Rs. 961.77 million in the current year. This increase was mainly due to increase in legal & professional charges by Rs 82.70 million. The breakdown of the major components is as follows:

| Operating & Administration expenses for the year ended March 31, | | | | | Rs. in million |
|--|---------------|--------------|---------------|--------------|----------------|
| | 2013 | % of Revenue | 2012 | % of Revenue | Growth % |
| Rent | 213.17 | 5% | 187.74 | 5% | 14% |
| Communication | 71.38 | 2% | 85.11 | 2% | -16% |
| Local conveyance & taxi hire | 107.92 | 3% | 85.52 | 2% | 26% |
| Electricity and water | 62.93 | 2% | 43.85 | 1% | 44% |
| Vehicle | 67.11 | 2% | 52.25 | 1% | 28% |
| Repair & maintenance | 98.18 | 2% | 96.26 | 2% | 2% |
| Legal & professional | 138.03 | 3% | 55.33 | 1% | 149% |
| Insurance | 36.47 | 1% | 36.26 | 1% | 1% |
| Provision for doubtful debts/advances | 16.24 | 0% | 42.43 | 1% | -62% |
| Bad debts & advances written off | 2.24 | 0% | 14.52 | 0% | -85% |
| Books, periodicals and news papers | 24.78 | 1% | 23.24 | 1% | 7% |
| Provision for diminution in value of investment | 0.00 | 0% | 66.88 | 2% | -100% |
| Others | 123.33 | 3% | 134.26 | 3% | -8% |
| Total Operating Expenses | 961.77 | 24% | 923.65 | 23% | 4% |

Marketing, Distribution and Promotional Expenses

Marketing and distribution expenses for the year ended March 31, 2013 at Rs 970.52 million have decreased by 5% compared to previous year which stood at Rs 1,020.78 million.

Finance Charges

The finance cost has gone up by Rs. 5.34 million for the current year as compared to last year due to processing fee charged for renewal / enhancement of working capital limits.

Income Tax

During the year, the company has provided for an amount of Rs. 8.36 million for income tax provision for the current year.

Related party transactions

These have been discussed in detail in the notes to the financial statements. (Please refer note 32).

Disclaimer

Statements in the management discussion and analysis report describing the Company's outlook may differ from the actual situation. Important factors that would make a difference to the Company's operations include market factors, government regulations, developments within the country and abroad and other such factors.

INDEPENDENT AUDITORS' REPORT

To the Members of New Delhi Television Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of New Delhi Television Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of 'the Companies Act, 1956' of India (the "Act"). This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 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 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For Price Waterhouse
Firm Registration Number: FRN 301112E
Chartered Accountants

Anupam Dhawan
Partner
Membership Number 084451

New Delhi
May 09, 2013

Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of New Delhi Television Limited on the financial statements as of and for the year ended March 31, 2013

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. (a) The inventory (stores and spares, video tapes) has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of Clause 4(iii) [(b),(c) and (d)] of the said Order are not applicable to the Company.
 - (b) The Company has not taken any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of Clause 4(iii) [(f) and (g)] 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 inventory and fixed assets and for the sale of goods and services. 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. (a) According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act.
 - (b) In our opinion, and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the year.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. 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 prescribed under clause (d) of sub-section (1) of Section 209 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.
- ix. (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, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty 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 sales-tax, wealth-tax, service-tax and customs duty which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2013 which have not been deposited on account of a dispute are as follows:

| Name of the statute | Nature of dues | Amount (Rs. Millions) | Period to which the amount relates | Forum where the dispute is pending |
|----------------------|----------------|-----------------------|---|------------------------------------|
| Income Tax Act, 1961 | Income tax | 459 | Assessment Year 2008-09 (Previous Year 2007-08) | CIT (Appeals) |

- x. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2013 and it has incurred cash losses in the financial year ended on that date and has also incurred cash losses in the immediately preceding financial year.
- xi. 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.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. 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 4(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the company has used funds raised on short-term basis for long-term investment. The company has obtained borrowings amounting to Rs.225.92 on a short term basis, which has been used for funding of losses.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the beginning of the year and at the year end. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. 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: FRN 301112E
Chartered Accountants

Anupam Dhawan
Partner
Membership Number 084451

New Delhi
May 09, 2013

New Delhi Television Limited

Balance sheet as at March 31,

| | Notes | in Rs million | |
|--|-------|-----------------|-----------------|
| | | 2013 | 2012 |
| Equity and liabilities | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 257.89 | 257.89 |
| Reserves and surplus | 4 | 3,928.47 | 3,952.78 |
| | | 4,186.36 | 4,210.67 |
| Non-current liabilities | | | |
| Long-term borrowings | 5 | – | 75.80 |
| Long-term provisions | 6 | 79.15 | 57.18 |
| | | 79.15 | 132.98 |
| Current liabilities | | | |
| Short-term borrowings | 7 | 2,291.20 | 1,974.35 |
| Trade payables | 8 | 654.19 | 685.38 |
| Other current liabilities | 9 | 175.36 | 379.60 |
| | | 3,120.75 | 3,039.33 |
| TOTAL | | 7,386.26 | 7,382.98 |
| Assets | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| Tangible assets | 10 | 1,123.66 | 1,546.13 |
| Intangible assets | 11 | 35.48 | 38.50 |
| Capital work-in-progress | | 15.76 | 2.18 |
| Non-current investments | 12.1 | 2,996.19 | 2,944.83 |
| Deferred tax assets (net) | 13 | 112.40 | 112.40 |
| Long-term loans and advances | 14 | 207.94 | 329.92 |
| Other non-current assets | 16.2 | – | 1.38 |
| | | 4,491.43 | 4,975.34 |
| Current assets | | | |
| Current investments | 12.2 | 93.13 | 26.84 |
| Inventories | 15 | 5.22 | 9.69 |
| Trade receivables | 16.1 | 1,549.57 | 1,395.28 |
| Cash and bank balances | 17 | 710.65 | 700.15 |
| Short-term loans and advances | 14 | 532.97 | 261.87 |
| Other current assets | 16.2 | 3.29 | 13.81 |
| | | 2,894.83 | 2,407.64 |
| TOTAL | | 7,386.26 | 7,382.98 |
| Summary of significant accounting policies | 2 | | |

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

This is the Balance Sheet referred to in our report of even date

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No - FRN 301112E

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date : May 09,2013

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited**Statement of profit and loss for the year ended March 31,**

| | | in Rs million except per share data | |
|---|-------|-------------------------------------|------------------------|
| | Notes | 2013 | 2012 |
| Income | | | |
| Revenue from operations | 18 | 3,925.65 | 3,778.98 |
| Other income | 19 | 92.91 | 307.83 |
| Total revenue (I) | | <u>4,018.56</u> | <u>4,086.81</u> |
| Expenses | | | |
| Production expenses | 20 | 677.00 | 609.84 |
| Employee benefits expenses | 21 | 1,217.18 | 1,165.03 |
| Operations & administration expenses | 22 | 961.77 | 923.65 |
| Marketing, distribution & promotion expenses | | 970.52 | 1,020.78 |
| Depreciation and amortization expenses | 23 | 242.50 | 259.67 |
| Finance costs | 24 | 224.31 | 218.97 |
| Total (II) | | <u>4,293.28</u> | <u>4,197.94</u> |
| Profit/(loss) before exceptional and extra ordinary items and tax (I) – (II) | | (274.72) | (111.13) |
| Exceptional items (net) | 25 | (79.68) | 62.83 |
| Profit/(loss) before tax | | (195.04) | (173.96) |
| Tax expenses | | | |
| Current tax | | 8.36 | 17.49 |
| Tax for earlier years | | – | (0.00) |
| Total tax expenses | | <u>8.36</u> | <u>17.49</u> |
| Profit/(loss) for the year | | <u>(203.40)</u> | <u>(191.45)</u> |
| Earnings per equity share (nominal value of share Rupees 4/-) | 26 | | |
| Basic | | | |
| Computed on the basis of total profit/(loss) for the year | | (3.15) | (2.97) |
| Diluted | | | |
| Computed on the basis of total profit/(loss) for the year | | (3.15) | (2.97) |
| Summary of significant accounting policies | 2 | | |

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

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants

Firm Registration No - FRN 301112E

Anupam Dhawan
Partner

Membership Number 084451

Place of Signing : New Delhi

Date : May 09,2013

Dr. Prannoy Roy
Executive Co-Chairperson

Vikramaditya Chandra
Group CEO & Executive Director

Radhika Roy
Executive Co-Chairperson

Saurav Banerjee
Group Chief Financial Officer

K V L Narayan Rao
Executive Vice Chairperson

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited**Cash flow statements for the year ended March 31,**

| | Notes | in Rs million | |
|--|-------|-----------------|-----------------|
| | | 2013 | 2012 |
| Cash flow from operating activities | | | |
| Profit/(loss) before tax | | (195.04) | (173.96) |
| Non-cash adjustment to reconcile profit/(loss) before tax to net cash flows | | | |
| Depreciation/ amortization | | 242.50 | 259.67 |
| Tangible assets written off | | 2.49 | 27.27 |
| Loss/ (profit) on sale of fixed assets | | (1.92) | (0.23) |
| Provision for diminution in value of investments | | – | 139.58 |
| Debts / Advances written off | | 2.24 | 14.52 |
| Provision for doubtful debts | | 14.43 | 29.51 |
| Provision for doubtful advances | | 1.81 | 24.00 |
| Provision for gratuity & employee benefits | | 21.97 | 9.10 |
| Provision For doubtful debts written back | | (17.37) | (20.95) |
| Provision For doubtful advances written back | | (24.34) | (7.03) |
| Provision for diminution in the value of Investment written back | | (44.26) | – |
| Liabilities no longer required written back | | (163.61) | (110.24) |
| Unrealized foreign exchange loss/(gain) on merger | | 2.21 | (0.39) |
| Unrealized foreign exchange loss/(gain) | | 0.69 | – |
| Loss on Merger of NDTV One Holdings Limited | | 6.10 | – |
| Finance costs | | 224.31 | 218.97 |
| Interest (income) | | (55.42) | (55.29) |
| Dividend (income) | | – | (244.58) |
| Operating profit/(loss) before working capital changes | | 16.79 | 109.95 |
| Movements in working capital : | | | |
| Increase / (decrease) in trade payables | | 50.93 | (9.26) |
| Increase / (decrease) in other current liabilities | | (43.88) | 8.62 |
| Increase / (decrease) in other long-term liabilities | | – | (95.62) |
| Decrease / (increase) in trade receivables | | (159.51) | (10.90) |
| Decrease / (increase) in inventories | | 4.47 | (2.81) |
| Decrease / (increase) in long-term loans and advances | | (94.05) | (121.88) |
| Decrease / (increase) in short-term loans and advances | | (17.37) | (25.34) |
| Decrease / (increase) in other current assets | | – | (2.54) |
| Decrease / (increase) in other non-current assets | | 1.38 | – |
| Cash generated from / (used in) operations | | (241.24) | (149.78) |
| Taxes (paid) / refunded during the year | | – | 2.02 |
| Net cash flow from/ (used in) operating activities (A) | | (241.24) | (147.76) |
| Cash flow from investing activities | | | |
| Purchase of fixed assets, including capital work in progress and capital advances | | (213.09) | (126.76) |
| Proceeds from sale of fixed assets | | 369.69 | 9.73 |
| Refund received for share application money | | 8.60 | – |
| Proceeds from sale of current investments | | 24.59 | – |
| Purchase of non-current investments | | (32.87) | (103.07) |
| Interest received | | 53.08 | 47.23 |
| Dividends received from subsidiary company | | – | 244.58 |
| Advance received for sale of subsidiary | | – | 75.00 |
| Net cash flow from/ (used in) investing activities (B) | | 210.00 | 146.71 |

| | Notes | in Rs million | |
|---|-------|---------------|---------------|
| | | 2013 | 2012 |
| Cash flow from financing activities | | | |
| Loan given to subsidiary | | – | (56.70) |
| Proceeds from refund of loan given to subsidiary | | 12.50 | – |
| Repayment of long-term borrowings | | (78.67) | (21.27) |
| Proceeds from short-term borrowings | | 343.78 | 309.53 |
| Repayment of short-term loan | | (500.00) | (500.00) |
| Proceeds from short-term loan | | 500.00 | 500.00 |
| Finance costs paid | | (242.72) | (203.35) |
| Net cash flow from / (used in) in financing activities (C) | | 34.89 | 28.21 |
| Net increase / (decrease) in cash and cash equivalents (A + B + C) | | | |
| Cash and cash equivalents at the beginning of the year | | 700.15 | 672.99 |
| Add: Bank balance from Merger of NDTV One Holdings Limited | | 6.85 | – |
| Cash and cash equivalents at the end of the year | 17 | 710.65 | 700.15 |
| Components of cash and cash equivalents | | | |
| Cash in hand | | 1.30 | 1.92 |
| With banks | | | |
| – in current accounts | | 3.77 | 13.34 |
| – in deposit accounts (refer note 3) | | 705.24 | 684.48 |
| – unpaid dividend accounts | | 0.34 | 0.41 |
| Total cash and cash equivalents | | 710.65 | 700.15 |
| Summary of significant accounting policies | 2 | | |

Notes :

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 as notified under section 211(3C) of the Companies Act, 1956.
- Figures in brackets indicate cash outflow.
- Fixed deposits amounting to Rs.500 million (Previous Year Rs 630 million) has been kept for loan against deposits and Rs 200 million (Previous Year Nil) has been provided as collateral security towards secured working capital loan.
- Previous year's figures have been rearranged wherever necessary to conform to the current year's presentation.

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants

Firm Registration No - FRN 301112E

Anupam Dhawan
Partner

Membership Number 084451

Place of Signing : New Delhi

Date : May 09, 2013

Dr. Prannoy Roy
Executive Co-Chairperson

Vikramaditya Chandra
Group CEO & Executive Director

Radhika Roy
Executive Co-Chairperson

Saurav Banerjee
Group Chief Financial Officer

K V L Narayan Rao
Executive Vice Chairperson

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited

Notes to financial statements for the period ended March 31, 2013

1. Corporate information

New Delhi Television Limited (Company) is a public limited company incorporated in India under the provisions of the Companies Act, 1956. Its shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company is in the business of television media and currently operates three news channels (NDTV 24x7, NDTV India and NDTV Profit).

2. Summary of significant accounting policies

2.1 Basis of preparation

The Financial Statements are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual and prepares its accounts on a going concern basis (note 43).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between rendering of services/airing of programmes and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Use of estimates

In the preparation of the financial statements, the management of the Company makes estimates and assumptions in conformity with the applicable accounting principles in India that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, and the useful lives of fixed assets and intangible assets.

A provision is recognised when there is a present obligation as a result of a past event in respect of which it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made

Contingencies are disclosed when it is possible that a liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made of the existence of the contingent liability.

2.3 Tangible fixed assets

Tangible fixed assets, except in the cases mentioned below, are stated at the cost of acquisition, which includes taxes, duties, freight, insurance and other incidental expenses incurred for bringing the assets to the working condition required for their intended use, less depreciation and impairment.

Fixed assets purchased under barter arrangements are stated at the fair market value as at the date of purchase.

Leasehold land is amortised over the period of the lease.

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful lives as estimated by the management. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Individual assets costing less than Rs. 5,000 are depreciated at the rate of 100% on a pro-rata basis. The management's estimates of useful lives for various fixed assets are given below:

| Asset Head | Useful Life (years) |
|------------------------|---------------------|
| Buildings | 40 |
| Plant and Machinery | 5-12 |
| Computers | 3-6 |
| Office equipment | 3-5 |
| Furniture and Fixtures | 5-8 |
| Vehicles | 5 |

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

2.4 Intangible assets

Intangible assets are recognised if they are separately identifiable and the Company controls the future economic benefits arising out of them. All other expenses on intangible items are charged to the statement of profit and loss. Intangible assets are stated at cost less accumulated amortization and impairment.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the statement of profit and loss .

Amortisation on intangible assets is provided using the Straight Line Method based on the useful lives as estimated by the management. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Individual assets costing less than Rs. 5,000 are depreciated at the rate of 100% on a pro-rata basis. The management's estimates of useful lives for intangible assets are given below:

| Asset Head | Useful Life (years) |
|-------------------|---------------------|
| Computer Software | 6 |

The rates of depreciation arrived at using these estimates of useful lives states in Para 2.4 and 2.5 above are equal to or higher than the rates prescribed by the Companies Act, 1956.

2.5 Leases

As a lessee:

Assets taken under leases, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets taken on leases where significant risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the statement of profit and loss on a straight line basis over the lease term.

2.6 Borrowing Costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

2.7 Impairment of tangible and intangible assets

The 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.

2.8 Revenue Recognition

Advertisement revenue from broadcasting is recognised when the advertisements are displayed.

Revenue from services provided is recognised when persuasive evidence of an arrangement exists, the consideration is fixed or determinable; and it is reasonable to expect ultimate collection. Such revenues are recognised as the services are provided.

Subscription Revenue from direct-to-home satellite operators and other distributors for the right to distribute the channels is recognised when the service has been provided as per the terms of the contract.

Revenues from production arrangements are recognised when the contract period begins and the programming is available for telecast pursuant to the terms of the agreement. Typically the milestone is reached when the finished product has been delivered or made available to and accepted by the customer. Revenue from equipment given out on lease is accounted for on an accrual basis over the period of use of the equipment.

2.9 Investments

Current investments are valued at cost or fair value whichever is lower.

Long term investments are stated at cost of acquisition. However, other than temporary diminutions, if any, are adjusted against the value of investments.

2.10 Inventories

Stores and Spares

Stores and spares consist of blank video tapes and equipment spare parts and are valued at the lower of cost or net realisable value. Cost is measured on a First In First Out (FIFO) basis.

VHS Tapes

VHS tapes, other than Betacam and DVC video tapes, are charged as expenses in the books at the time of their purchase. Betacam and DVC video tapes are charged as expenses on issue to production.

Programmes under production and finished programmes

Inventories related to television software (programmes completed, in process of production, available for sale or purchased programmes) are stated at the lower of cost (which includes direct production costs, story costs, acquisition of footage and allocable production overheads) or net realisable value. The cost of purchased programmes is amortised over the initial licence period. The Company charges to the statement of profit and loss, the costs incurred on non-news programmes produced by it based on the estimated revenues generated by the first and the subsequent telecasts.

2.11 Foreign currency transactions

Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are effected. All monetary assets and liabilities denominated in foreign currency are restated at the year-end exchange rate. All non-monetary assets and liabilities are stated at the rates prevailing on the date of the transaction.

Gains / (losses) arising out of fluctuations in the exchange rates are recognised as income / expense in the period in which they arise.

2.12 Employee benefits

Short-term employee benefits are recognised as expenses at the undiscounted amounts in the statement of profit and loss of the year in which the related service is rendered.

Post employment and other long term employee benefits: The Company's contribution to Employees Provident Fund is charged to the statement of profit and loss. The Company provides for a long term defined benefit schemes for payment of gratuity on the basis of an actuarial valuation on the balance sheet date based on the Projected Unit Credit Method. In respect of gratuity, the Company funds the benefits through annual contributions to the Life Insurance Corporation of India (LIC). Under this scheme, LIC assumes the obligation to settle the gratuity payment to the employees to the extent of the funding including accumulated interest. The actuarial valuation of the liability towards the gratuity benefits of the employees is made on the basis of assumptions with respect to the variable elements affecting the computations including estimation of interest rate of earnings on contributions to LIC, discount rate, future salary increases. The Company recognises the actuarial gains and losses in the statement of profit & loss account as income and expenses in the period in which they occur.

2.13 Employee share based payments

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 / shares over the exercise price of the options / shares given to employees under the Employee Stock Option Scheme / Employee Stock Purchase Scheme of the Company, is recognised as deferred stock compensation expense and is amortised over the vesting period in accordance with the the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines,

1999, issued by Securities and Exchange Board of India and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India.

2.14 Earnings Per Share (EPS)

Basic EPS

The earnings considered in ascertaining the Company's basic EPS comprise the net profit/(loss) after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted EPS

The net profit / (loss) after tax and the weighted average number of shares outstanding during the year are adjusted for all the effects of dilutive potential equity shares for calculating the diluted EPS

2.15 Other Income

Dividends

Dividends on equity shares and the related dividend tax thereon are recorded as a liability on proposal by the Board.

Interest Income

Interest Income is recognised on a proportion of time basis taking into account the principal outstanding and the rate applicable.

2.16 Barter Transactions

Barter transactions are recognised at the fair value of the consideration received or rendered. When the fair value of the transactions cannot be measured reliably, the revenue / expense is measured at the fair value of the goods / services provided or received, adjusted by the amount of cash or cash equivalent transferred.

In the normal course of business, the Company enters into a transaction in which it purchases an asset or a service for business purposes and/or makes an investment in a customer and at the same time negotiates a contract for sale of advertising to the seller of the asset or service, as the case may be. Arrangements though negotiated contemporaneously, may be documented in one or more contracts. The Company's policy for accounting for each transaction negotiated simultaneously is to record each element of the transaction based on the respective estimated fair values of the assets or services purchased or investments made and the airtime sold. Assets which are acquired in the form of investments are recorded as investments and accounted for accordingly. In determining their fair value, the Company refers to independent appraisals (where available), historical transactions or comparable cash transactions.

2.17 Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws substantially enacted as on the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation / brought forward losses are recognised to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Other deferred tax assets are recognised and carried forward to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

2.18 Cash and Cash Equivalents

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

2.19 Amalgamation in the nature of merger

The company accounts for all the amalgamations in nature of merger using the 'pooling of interest method' as prescribed in AS 14 : Accounting for Amalgamations. Assets and liabilities acquired of the transferor company have been recognised at their respective book values. The difference between the amount recorded as share capital issued (plus any additional consideration in the form of cash or other assets) and the amount of share capital of the transferor company is adjusted in reserves.

3. Share capital

in Rs million

| | As at March 31, | |
|--|-----------------|---------------|
| | 2013 | 2012 |
| Authorized | | |
| 433,250,000 (Previous Year 433,250,000) Equity Shares of Rs.4/- each | 1,733 | 1,733 |
| Issued | | |
| 64,482,517 (Previous Year 64,482,517) Equity Shares of Rs.4/- each | 257.93 | 257.93 |
| Subscribed and fully paid-up | | |
| 64,471,267 (Previous Year 64,471,267) Equity Shares of Rs.4/- each | 257.89 | 257.89 |
| Total issued, subscribed and fully paid-up share capital | 257.89 | 257.89 |

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period*Equity shares*

| | As at March 31, 2013 | | As at March 31, 2012 | |
|------------------------------------|----------------------|-------------|----------------------|-------------|
| | Nos | Rs millions | Nos | Rs millions |
| At the beginning of the year | 64,471,267 | 257.89 | 64,471,267 | 257.89 |
| Outstanding at the end of the year | 64,471,267 | 257.89 | 64,471,267 | 257.89 |

The Company has issued 1,915,460 equity shares (March 31, 2012: 1,915,460) of Rs. 4/- each allotted to employees of the Company on exercise of the vested stock options under Employee Stock Option Plan - ESOP 2004 of the Company. Further, 1,753,175 equity shares (March 31, 2012: 1,753,175) of Rs. 4/- each were allotted to the eligible employees of the Company under ESOP 2009 during the period of five years immediately preceding the reporting date on exercise of options granted under the Employee Stock option Plan (ESOP) wherein part consideration was received in form of employee services.

(b) Details of shareholders holding more than 5% shares in the Company

| Name of the shareholder | As at March 31, 2013 | | As at March 31, 2012 | |
|---|----------------------|-----------|----------------------|-----------|
| | Nos | % holding | Nos | % holding |
| <i>Equity shares of INR 4/- each fully paid</i> | | | | |
| RRPR Holding Private Limited | 18,813,928 | 29.18 | 18,813,928 | 29.18 |
| Mrs. Radhika Roy | 10,524,249 | 16.32 | 10,524,249 | 16.32 |
| Dr. Prannoy Roy | 10,276,991 | 15.94 | 10,276,991 | 15.94 |
| Oswal Greentech Limited | 9,136,894 | 14.17 | 9,136,894 | 14.17 |

(c) Rights & Restrictions attached to Equity shares

The Company has one class of equity shares having a par value of Rs. 4 per share. Each shareholder is eligible for one vote per share held.

(d) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Company, please refer note 28.

4. Reserves and surplus

in Rs million

| | As at March 31, | |
|--|-----------------|-----------------|
| | 2013 | 2012 |
| Securities premium account | | |
| Opening balance | 5,077.01 | 5,077.01 |
| Closing Balance | 5,077.01 | 5,077.01 |
| Employee share purchase outstanding | | |
| Gross employee stock purchase compensation for ESOPs issued in earlier years | 137.01 | 137.01 |
| Less: transferred to securities premium on exercise of stock purchase | (136.13) | (136.13) |
| Closing Balance | 0.88 | 0.88 |

in Rs million

| | As at March 31, | |
|---|-------------------|-------------------|
| | 2013 | 2012 |
| General reserve | | |
| Opening balance | 52.70 | 52.70 |
| Closing Balance | 52.70 | 52.70 |
| Surplus/ (deficit) in the statement of profit and loss | | |
| Balance as per last financial statements | (1,177.81) | (986.36) |
| Addition on account of merger (refer note 30) | 179.09 | – |
| Loss for the year | (203.40) | (191.45) |
| Net surplus/ (deficit) in the Statement of profit and loss | (1,202.12) | (1,177.81) |
| Total reserves and surplus | 3,928.47 | 3,952.78 |

5. Long-term borrowings

in Rs million

| | As at March 31, | | | |
|--|---------------------|--------------|--------------------|--------------|
| | Non-current portion | | Current maturities | |
| | 2013 | 2012 | 2013 | 2012 |
| Term loans | | | | |
| Indian rupee loan from banks (secured) ^{i & ii} | – | 75.80 | 20.47 | 23.34 |
| Other loans and advances | | | | |
| Finance lease obligations (secured) | – | – | – | – |
| | – | 75.80 | 20.47 | 23.34 |
| The above amounts include | | | | |
| Secured borrowings | – | 75.80 | 20.47 | 23.34 |
| Unsecured borrowings | – | – | – | – |
| Amount disclosed under the head “Other current liabilities” (refer note 9) | – | – | (20.47) | (23.34) |
| Net amount | – | 75.80 | – | – |

Total term loans from banks (current and non-current portions) as at March 31, 2013 are Rs 20.47 million (previous year Rs 99.14 million). The nature of security and terms of repayment are as shown below:

| Nature of Security | Terms of Repayment |
|--|---|
| i. Term loans from bank amounting to Nil (previous year Rs. 55.33 million) are secured by a charge created on certain premises owned by the company at Noida and a collateral charge on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets of the Company [both present & future and hypothecation of receivables / book debts]. | 96 monthly installments commencing from 13th month from the date of release (21.01.2008). This term loan has been repaid ahead of the repayment schedule during the current financial year. |
| ii. Term loans from bank amounting to Rs 20.47 million (previous year Rs 43.81 million) are secured by the hypothecation of specific plant and machinery acquired the aforesaid loan and a charge on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of fixed assets of the Company, both of receivables / book debts. | 72 monthly installments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (15.02.2007) |

6. Provisions

in Rs million

| | As at March 31, | | | |
|--|-----------------|--------------|------------|----------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Provision for employee benefits | | | | |
| Provision for gratuity | 79.15 | 57.18 | – | – |
| | 79.15 | 57.18 | – | – |

7. Short-term borrowings

in Rs million

| | As at March 31, | |
|--|------------------------|-----------------|
| | 2013 | 2012 |
| Secured | | |
| Working capital loans from banks repayable on demand from banks (refer notes ^{i, ii & iii} below) | 1,220.11 | 844.35 |
| Short term corporate loan from banks (refer note ^{iv} below) | 500.00 | 500.00 |
| Loan against banks term deposit receipts (refer note ^v below) | 500.00 | 630.00 |
| | 2,220.11 | 1,974.35 |
| Unsecured: | | |
| Loans | | |
| From related parties | 71.09 | – |
| Total | 2,291.20 | 1,974.35 |
| The above amount includes | | |
| Secured borrowings | 2,220.11 | 1,974.35 |
| Unsecured borrowings | 71.09 | – |

- i. Rs 1220.11 million (Previous year Rs. 579.19 million) is secured by a charge created on book-debts of the Company. The loan is further secured by a collateral securities given on the office premises at W-17, GK-I, 2nd floor, New Delhi, a property at Noida, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.
- ii. Rs. Nil (Previous year Rs 265.16 million) to be secured against the mortgage of property at 207 Okhla Industrial Area, Phase III, New Delhi.
- iii. Rs. 200 million (Previous year Rs Nil) is secured against the lien of fixed deposits.
- iv. Rs 500 million (Previous year Rs. 500 million) is secured by a charge created on book-debts ,and a collateral charge given on office premises at W-17, GK-I, 2nd floor, a property at Noida, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.
- v. Rs. 500 million (Previous year Rs 630 million) is secured against fixed deposit amounting to Rs. 500 million (Previous year Rs 674.82 million).

8. Trade payables

in Rs million

| | As at March 31, | |
|----------------|------------------------|---------------|
| | 2013 | 2012 |
| Trade payables | 654.19 | 685.38 |
| | 654.19 | 685.38 |

9. Other current liabilities

in Rs million

| | As at March 31, | |
|--|------------------------|---------------|
| | 2013 | 2012 |
| Advances from customers | 51.43 | 148.72 |
| Advance towards sale of investment (refer note ⁽ⁱ⁾ below) | – | 75.00 |
| Income received in advance | 9.29 | 22.41 |
| Interest accrued and due on borrowings | 0.23 | 18.64 |
| Unpaid dividend | 0.34 | 0.41 |
| Employee benefits payable | 32.32 | 20.34 |
| Statutory dues payable | 44.31 | 41.54 |
| Current maturities of long-term borrowings (note 5) | 20.47 | 23.34 |
| Others | 16.97 | 29.20 |
| | 175.36 | 379.60 |

- ⁽ⁱ⁾ The Company and its Joint Venture Partner Kasturi and Sons Limited (KSL), on 20th August 2011 entered into an agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metronation Chennai Television Limited (MNC) for a consideration aggregating Rs. 150.00 million, subject to certain conditions precedent which are in the process of being complied with. Further to the receipt of all regulatory and statutory approvals during the year, the Company and KSL have transferred their respective stakes in MNC to Educational Trustee Co on September 28, 2012.

10. Tangible assets

in Rs million

| Description | Land | Lease- hold Land | Building | Plant & Machinery (Main) | Plant & Machinery (Other) | Computers | Office Equipment | Furniture & Fixtures | Vehicles | Total |
|---------------------------------------|--------------|------------------------|---------------|--------------------------------|---------------------------------|---------------|---------------------|----------------------------|---------------|-----------------|
| Cost or valuation | | | | | | | | | | |
| As at April 01, 2012 | 14.99 | 495.00 | 111.82 | 1,509.28 | 86.06 | 261.52 | 72.54 | 283.25 | 181.46 | 3,015.92 |
| Additions during the year | – | – | 9.90 | 24.78 | 8.99 | 78.08 | 10.12 | 42.36 | 2.47 | 176.70 |
| Disposals/adjustments during the year | 14.99 | 233.03 | 41.44 | 81.28 | 15.74 | 5.07 | 14.89 | 70.84 | 34.96 | 512.24 |
| As at March 31, 2013 | – | 261.97 | 80.28 | 1,452.78 | 79.31 | 334.53 | 67.77 | 254.77 | 148.97 | 2,680.38 |
| Depreciation | | | | | | | | | | |
| Upto March 31, 2012 | – | 16.88 | 10.31 | 896.25 | 51.41 | 180.60 | 50.16 | 179.53 | 84.65 | 1,469.79 |
| Charge for the year | – | 6.07 | 1.68 | 113.04 | 7.25 | 34.43 | 9.88 | 32.12 | 24.43 | 228.90 |
| Disposals/adjustments during the year | – | – | 2.57 | 38.44 | 9.08 | 4.18 | 13.32 | 43.29 | 31.09 | 141.97 |
| Upto March 31, 2013 | – | 22.95 | 9.42 | 970.85 | 49.58 | 210.85 | 46.72 | 168.36 | 77.99 | 1,556.72 |
| Net Block | | | | | | | | | | |
| As at March 31, 2012 | 14.99 | 478.12 | 101.51 | 613.03 | 34.65 | 80.92 | 22.38 | 103.72 | 96.81 | 1,546.13 |
| As at March 31, 2013 | – | 239.02 | 70.86 | 481.93 | 29.73 | 123.68 | 21.05 | 86.41 | 70.98 | 1,123.66 |

Notes:

- Building includes land appurtenant to the building acquired.

11. Intangible Assets

in Rs. million

| Description | Computer Software | Total |
|-----------------------------|----------------------|--------------|
| Gross block | | |
| As at April 01, 2012 | 88.91 | 88.91 |
| Purchase during the year | 10.58 | 10.58 |
| As at March 31, 2013 | 99.49 | 99.49 |
| Amortization | | |
| Upto March 31, 2012 | 50.41 | 50.41 |
| Charge for the year | 13.60 | 13.60 |
| Upto March 31, 2013 | 64.01 | 64.01 |
| Net block | | |
| As at March 31, 2012 | 38.50 | 38.50 |
| As at March 31, 2013 | 35.48 | 35.48 |

12.1 Non-current investments

in Rs million

| | As at March 31, | |
|--|------------------------|-------------|
| | 2013 | 2012 |
| Trade investments (valued at cost unless stated otherwise) | | |
| Unquoted | | |
| Investment in subsidiaries | | |
| NDTV Media Limited | 8.50 | 8.50 |
| – 850,000 (previous year 850,000) Equity Shares of Rs.10/- each Fully Paid Up | | |
| NDTV Convergence Limited | 0.11 | 0.11 |
| – 11,334 (previous year 11,334) Equity Shares of Rs.10/- each Fully Paid Up | | |

in Rs million

| | As at March 31, | |
|--|-----------------|-----------------|
| | 2013 | 2012 |
| NDTV Networks Limited | 0.50 | 0.50 |
| – 50,000 (previous year 50,000) Equity Shares of Rs.10/- each Fully Paid Up | 2,700.00 | 2,700.00 |
| – 27,000,000 (previous year 27,000,000) Non Cumulative Redeemable Preference Shares of Rs.100/- each Fully Paid Up | | |
| Share Application Money (Redeemable Preference Shares) | 14.70 | – |
| NDTV Worldwide Limited | 1.10 | 1.10 |
| – 110,000 (previous year 110,000) Equity Shares of Rs.10/- each Fully Paid Up | | |
| Delta Softpro Private Limited | 77.63 | 77.46 |
| 10,000 (previous year 10,000) Equity Shares of Rs.10/- each Fully Paid Up | | |
| Share Application Money | 9.40 | – |
| Investment in Associate | | |
| Astro Awani Network Sdn Bhd | 27.09 | – |
| – 1,712,250 (Previous year Nil) – Equity Shares of Rs 1/- each Fully Paid Up | | |
| Quoted | | |
| Investment in others | | |
| Jai Prakash Power Ventures Limited | 137.32 | 137.32 |
| – 2,692,419 (previous year 2,692,419) Equity Shares of Rs -10/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 72.69 million (previous year 72.69 million) | | |
| Non-Trade investments (valued at cost unless stated otherwise) | | |
| Mutual Funds (Quoted) | | |
| SBI Mutual Fund | 1.00 | 1.00 |
| – (35,475.375 units (Previous Year 35,475.375 units) of SBI Magnum Balance Fund- Growth) | | |
| Others (Unquoted) | | |
| EMAAR MGF Land Limited | | |
| – 362,318 (Previous Year 362,318) Equity Shares of Rs.10 each Fully Paid Up (net of provision other than for temporary diminution aggregating Rs 106.44 million (previous year Rs106.44 million) | 18.84 | 18.84 |
| Delhi Stock Exchange | | |
| – 299,300 (Previous year 299,300) Equity Shares of Rs.1/- each Fully Paid Up (net of provision other than for temporary diminution aggregating Rs 20.95 million (previous year Rs 20.95 million) | – | – |
| | 2,996.19 | 2,944.83 |
| Aggregate amount of quoted investments | 138.32 | 138.32 |
| Market value of quoted investments | 72.21 | 111.39 |
| Aggregate amount of unquoted investments | 3,057.96 | 3,006.61 |
| Aggregate provision other than for temporary diminution in the value of investment | 200.10 | 200.10 |

12.2 Current investments

in Rs million

| | As at March 31, | |
|---|------------------------|--------------|
| | 2013 | 2012 |
| Valued at cost unless stated otherwise | | |
| Unquoted | | |
| Investment in subsidiaries | | |
| Metronation Chennai Television Limited | – | 24.59 |
| – Nil (Previous Year 18,831,346) Equity Shares of Rs.10/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Nil (previous year Rs 163.72 million) | | |
| NDTV (Mauritius) Multi Media Limited | | |
| – 50,000 Ordinary shares (previous year Nil) of no par value | 90.78 | – |
| – Conversion of 2000 preference shares | 2.35 | – |
| NDTV One Holdings Limited | – | 2.25 |
| – Nil (Previous Year 55,000) Equity Shares of USD 1/- each Fully Paid Up | | |
| | 93.13 | 26.84 |

- (i) The Company and its Joint Venture Partner Kasturi and Sons Limited (KSL), on 20th August 2011 entered into an agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metronation Chennai Television Limited (MNC) for a consideration aggregating Rs. 150 million, subject to certain conditions precedent. Further to the receipt of all regulatory and statutory approvals during the year, the Company and KSL have transferred their respective stakes in MNC to Educational Trustee Co on September 28, 2012.

13. Deferred tax asset (net)

in Rs million

| | As at March 31, | |
|---|------------------------|---------------|
| | 2013 | 2012 |
| Deferred tax liability | | |
| Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting period. | (91.85) | (91.85) |
| Deferred tax asset | | |
| Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on a payment basis. | 16.47 | 16.47 |
| Accumulated Losses | 167.33 | 167.33 |
| Provision for doubtful debts and advances | 20.45 | 20.45 |
| | 204.25 | 204.25 |
| Net deferred tax asset | 112.40 | 112.40 |

14. Loans and advances

in Rs million

| | As at March 31, | | | |
|---|------------------------|--------------|-------------------|--------------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Capital advances | | | | |
| Secured, considered good | | | | |
| Unsecured, considered good | 30.70 | 88.79 | – | – |
| Security deposits | | | | |
| Unsecured, considered good | 61.44 | 38.29 | 33.49 | 46.69 |
| Doubtful | – | – | 10.67 | 10.67 |
| | 61.44 | 38.29 | 44.16 | 57.36 |
| Provision for doubtful security deposit | – | – | (10.67) | (10.67) |
| | 61.44 | 38.29 | 33.49 | 46.69 |

in Rs million

| | As at March 31, | | | |
|--|-----------------|---------------|---------------|---------------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Loans and advances to related parties | | | | |
| Unsecured, considered good | – | 44.20 | 44.20 | 12.50 |
| | – | 44.20 | 44.20 | 12.50 |
| Advances recoverable in cash or kind | | | | |
| Unsecured considered good | – | 0.69 | 82.55 | 6.29 |
| Doubtful | – | – | 74.19 | 96.73 |
| | – | 0.69 | 156.74 | 103.02 |
| Provision for doubtful advances | – | – | (74.19) | (96.73) |
| | – | 0.69 | 82.55 | 6.29 |
| Other loans and advances | | | | |
| Unsecured considered good | | | | |
| Advance income-tax (net of provision for taxation) | 101.43 | 149.28 | 275.43 | 95.36 |
| Prepaid expenses | 6.42 | – | 51.39 | 59.99 |
| Advances and imprest to employees | 2.02 | 2.74 | 22.81 | 16.65 |
| Advance FBT | 5.93 | 5.93 | 0.01 | – |
| Due from Government authorities | – | – | 23.09 | 24.39 |
| Total | 207.94 | 329.92 | 532.97 | 261.87 |

Loans and advances due by directors or other officers, etc.

in Rs million

| | As at March 31, | | | |
|--|-----------------|--------------|--------------|--------------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Loans to employees include | | | | |
| Dues from officers | – | – | – | 0.19 |
| Loans and advances to related parties include | | | | |
| Dues from Delta Softpro Private Limited | – | 44.20 | 44.20 | – |
| NDTV Networks Limited | – | – | 23.02 | – |
| Metronation Chennai Television Limited | – | – | – | 12.50 |
| | – | 44.20 | 67.22 | 12.50 |

15. Inventories

in Rs million

| | As at March 31, | |
|---|-----------------|-------------|
| | 2013 | 2012 |
| Stores & spares | 1.41 | 0.45 |
| Video tapes | 0.24 | 0.15 |
| Programmes under production and finished programmes | 3.57 | 9.09 |
| | 5.22 | 9.69 |

16.1 Trade receivables

in Rs million

| | As at March 31, | | | |
|---|-----------------|------|-----------------|-----------------|
| | Non-current | | Current | |
| | 2013 | 2012 | 2013 | 2012 |
| Unsecured, considered good unless stated otherwise | | | | |
| Outstanding for a period exceeding six months from the date they are due for payment | | | | |
| Unsecured, considered good | – | – | 148.58 | 185.13 |
| Doubtful | – | – | 116.72 | 119.66 |
| | – | – | 265.30 | 304.79 |
| Provision for doubtful receivables | – | – | (116.72) | (119.66) |
| | – | – | 148.58 | 185.13 |
| Other receivables | | | | |
| Unsecured, considered good | – | – | 1,400.99 | 1,210.15 |
| | – | – | 1,400.99 | 1,210.15 |
| | – | – | 1,549.57 | 1,395.28 |

16.2 Other assets

in Rs million

| | As at March 31, | | | |
|---|-----------------|-------------|---------|-------|
| | Non-current | | Current | |
| | 2013 | 2012 | 2013 | 2012 |
| Unsecured, considered good unless stated otherwise | | | | |
| Deposits with original maturity for more than 12 months (Refer note 17) | – | 1.38 | – | – |
| Non-current bank balances | – | 1.38 | – | – |
| Others | | | | |
| Interest accrued on fixed deposits | – | – | 3.29 | 13.81 |
| | – | 1.38 | 3.29 | 13.81 |

17. Cash and bank balances

in Rs million

| | As at March 31, | | | |
|--|-----------------|--------|---------------|---------------|
| | Non-current | | Current | |
| | 2013 | 2012 | 2013 | 2012 |
| Cash and cash equivalents | | | | |
| Cash in hand | – | – | 1.30 | 1.92 |
| Balances with banks | | | | |
| Current accounts | – | – | 3.77 | 4.97 |
| EEFC account | – | – | – | 8.37 |
| Unclaimed dividend | – | – | 0.34 | 0.41 |
| Deposits with original maturity of less than three months | – | – | 1.57 | 1.66 |
| | – | – | 6.98 | 17.33 |
| Other bank balances | | | | |
| Deposits with original maturity for more than 12 months | – | 1.38 | – | – |
| Deposits with original maturity for more than 3 months but less than 12 months | – | – | 3.67 | 8.00 |
| Margin money deposit | – | – | 700.00 | 674.82 |
| Amount disclosed under non-current assets (Refer note 16.2) | – | (1.38) | – | – |
| | – | – | 710.65 | 700.15 |

18. Revenue from operations in Rs million

| | Year ended March 31, | |
|--|----------------------|-----------------|
| | 2013 | 2012 |
| Revenue from operations | | |
| Advertisement revenue | 2,466.44 | 2,621.53 |
| Subscription revenue | 635.21 | 627.62 |
| Shared services | 101.40 | 116.49 |
| Events | 484.46 | 219.64 |
| Business Income - programme production | 16.08 | 17.84 |
| Other business income | 37.25 | 29.91 |
| Other operating revenue | | |
| Provision for doubtful advances written back | – | 7.03 |
| Provision for doubtful debts-written Back | 4.38 | – |
| Liabilities no longer required written back | 163.61 | 110.24 |
| Rental income | 15.92 | 21.44 |
| Equipment hire | 0.90 | 7.24 |
| | 3,925.65 | 3,778.98 |

19. Other income in Rs million

| | Year ended March 31, | |
|--------------------------------------|----------------------|---------------|
| | 2013 | 2012 |
| Interest income on | | |
| Bank deposits | 44.38 | 55.29 |
| Interest earned on income tax refund | 11.04 | – |
| Dividend income on | | |
| Investments in subsidiaries | – | 244.58 |
| Profit on sale of fixed assets | 1.92 | 0.23 |
| Foreign exchange fluctuations (net) | 25.61 | 0.95 |
| Miscellaneous income | 9.96 | 6.78 |
| | 92.91 | 307.83 |

20. Production Expenses in Rs million

| | Year ended March 31, | |
|---------------------------------------|----------------------|---------------|
| | 2013 | 2012 |
| Consultancy & professional fees | 207.29 | 139.24 |
| Hire charges | 39.72 | 21.11 |
| Graphic, music & editing | 29.04 | 20.57 |
| Video cassettes | 3.73 | 3.94 |
| Subscription , footage & news service | 69.86 | 66.96 |
| Software expenses | 2.86 | 12.55 |
| Transmission & uplinking | 123.73 | 87.08 |
| Sets construction | 23.18 | 10.74 |
| Panelist fees | 17.67 | 11.34 |
| Travelling | 85.24 | 122.30 |
| Stores & spares | 2.37 | 5.63 |
| Trade Mark/Licence Fees | 0.04 | – |
| Other production expenses | 72.27 | 108.38 |
| | 677.00 | 609.84 |

21. Employee benefits expense (notes 27 & 28)

in Rs million

| | Year ended March 31, | |
|---|----------------------|-----------------|
| | 2013 | 2012 |
| Salaries, wages & other benefits | 1,107.10 | 1,080.13 |
| Contribution to provident and other funds | 61.68 | 59.68 |
| Incentive | 20.43 | – |
| Staff welfare | 24.13 | 21.36 |
| Employee stock compensation expense | 3.84 | 3.86 |
| | 1,217.18 | 1,165.03 |

22. Operations & Administration Expenses

in Rs million

| | Year ended March 31, | |
|---|----------------------|---------------|
| | 2013 | 2012 |
| Rent (refer note 32) | 213.17 | 187.74 |
| Rates and taxes | 3.57 | 2.94 |
| Electricity and water | 62.93 | 43.85 |
| Printing and stationery | 5.01 | 5.72 |
| Postage and courier | 2.68 | 3.66 |
| Books, periodicals and news papers | 24.78 | 23.24 |
| Local conveyance , travelling & taxi hire | 107.92 | 85.52 |
| Business promotion | 19.02 | 16.20 |
| Repair and Maintenance | | |
| – Plant & machinery | 65.59 | 64.04 |
| – Building | 32.59 | 32.22 |
| Charity and donations | 1.51 | 3.92 |
| Auditors remuneration ⁽ⁱ⁾ | 3.87 | 3.85 |
| Insurance | 36.47 | 36.26 |
| Communication | 71.38 | 85.11 |
| Vehicle | 67.11 | 52.25 |
| Medical | 13.64 | 14.42 |
| Generator hire and running | 7.84 | 6.85 |
| Personnel security | 18.04 | 11.35 |
| Staff training | 0.29 | 0.20 |
| Provision for doubtful debts | 14.43 | 18.43 |
| Provision for doubtful advances | 1.81 | 24.00 |
| Bad Debt & doubtful advances written off | 2.24 | 79.74 |
| Less: Adjusted with provision | – | (65.22) |
| Legal, professional & consultancy | 138.03 | 55.33 |
| Loss on sale of fixed assets | – | – |
| Tangible assets written off | 2.49 | 27.27 |
| Provision for diminution of value of Investment | – | 66.88 |
| Foreign exchange loss - net | – | – |
| Subscription expenses | 19.63 | 27.35 |
| Brokerage & commission | 0.39 | 0.81 |
| Miscellaneous | 25.34 | 9.72 |
| | 961.77 | 923.65 |

⁽ⁱ⁾ Auditors remuneration

in Rs million

| | Year ended March 31, | |
|---------------------------|----------------------|-------------|
| | 2013 | 2012 |
| As auditors: | | |
| Audit fee | 3.87 | 3.50 |
| Out of Pocket | 0.19 | 0.35 |
| In other capacity: | | |
| Certification fees | 0.15 | 0.18 |
| | 4.21 | 4.03 |

23. Depreciation and amortisation expenses

in Rs million

| | Year ended March 31, | |
|-----------------------------------|----------------------|---------------|
| | 2013 | 2012 |
| Depreciation of tangible assets | 228.90 | 246.24 |
| Amortisation of intangible assets | 13.60 | 13.43 |
| | 242.50 | 259.67 |

24. Finance costs

in Rs million

| | Year ended March 31, | |
|--------------------------|----------------------|---------------|
| | 2013 | 2012 |
| Interest | | |
| On Long term borrowings | 6.83 | 14.65 |
| On leased assets | – | 1.91 |
| On short term borrowings | 206.74 | 197.80 |
| Bank Charges | 1.98 | 1.35 |
| Processing Fee | 8.76 | 3.26 |
| | 224.31 | 218.97 |

25. Exceptional items (net)

in Rs million

| | Year ended March 31, | |
|---|----------------------|--------------|
| | 2013 | 2012 |
| Provision for doubtful debts ⁱ | (11.08) | 11.08 |
| Provision for doubtful advances written back ⁱⁱ | (24.34) | – |
| Provision for diminution in value of investment ⁱⁱⁱ | – | 72.70 |
| Provision for impairment in value of an Investment written back ^{iv} | (44.26) | – |
| Provision for doubtful debts written back ^{iv} | – | (20.95) |
| | (79.68) | 62.83 |

ⁱ Pursuant to an announcement made by Turner Asia Pacific Ventures Inc ('Turner') of their decision to shut down the channel "Imagine", a provision for doubtful debt of Rs Nil (previous year Rs.11.08 million) was made in the year ended March 31, 2012. However, as a result of the settlement agreement between Turner and the Company reached during the year, the amount has been recovered and therefore written back this year.

ⁱⁱ Based on an understanding with its subsidiary, during the year the Company has reversed the provision towards a doubtful advance created in earlier years, to the extent of liability outstanding in the subsidiary of the Company against the same party from whom, the Company has a recoverable.

ⁱⁱⁱ The Company had made a provision for diminution in the value of a quoted investment amounting to Rs. 72.70 million during the year 2011-12 owing the financial conditions of that entity.

^{iv} The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited, on 20th August 2011 entered into an agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metronation Chennai Television Limited for a consideration aggregating Rs. 150.00 million, subject to certain conditions precedent which are in the process of being complied with. Further to the receipt of all regulatory and statutory approvals during the year, the Company and KSL have transferred their respective stake in MNC to Educational Trustee Co on September 28, 2012 and reversed the provision for diminution in the value of investment upon realisation of money.

26. Earnings per share (EPS)

in Rs million except per share data

| | As at March 31, | |
|---|-----------------|------------|
| | 2013 | 2012 |
| Profit / Loss) attributable to Equity Shareholders | (203.40) | (191.45) |
| Number of equity shares outstanding at the beginning of the year (Nos.) | 64,471,267 | 64,471,267 |
| Number of equity shares outstanding at year end (Nos.) | 64,471,267 | 64,471,267 |
| Weighted average number of Equity Shares outstanding during the year for Basic EPS (Nos.) | 64,471,267 | 64,471,267 |
| Weighted average number of Equity Shares outstanding during the year for Diluted EPS (Nos.) | 64,471,267 | 64,471,267 |
| Basic Earnings/(Loss) per Equity Share (Rs.) | (3.15) | (2.97) |
| Diluted Earnings/(Loss) per Equity Share (Rs.) | (3.15) | (2.97) |
| Nominal Value per share (Rs) | 4 | 4 |

27. Gratuity and other post-employment benefit plans

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

in Rs million

| Particulars | | For the Year ended March 31, | | | | |
|--|-----|------------------------------|---------|--------|---------|--------|
| | | 2013 | 2012 | 2011 | 2010 | 2009 |
| Changes in the Present value of the Obligation: | I | | | | | |
| Obligations at year beginning | | 106.41 | 103.04 | 72.27 | 77.51 | 69.93 |
| Service Cost – Current | | 11.76 | 10.72 | 11.05 | 9.43 | 10.79 |
| Service Cost – Past | | – | – | 25.88 | – | – |
| Interest Cost | | 8.88 | 8.83 | 5.77 | 5.81 | 5.60 |
| Actuarial (gain) / loss | | 5.28 | (5.36) | (7.37) | (7.94) | (2.91) |
| Benefit Paid | | (10.04) | (10.82) | (4.56) | (12.55) | (5.91) |
| Obligations at year end | | 122.29 | 106.41 | 103.04 | 72.27 | 77.51 |
| Change in plan assets: | II | | | | | |
| Plan assets at year beginning, at fair value | | 49.22 | 54.91 | 55.10 | 51.96 | 50.18 |
| Expected return on plan assets | | 4.55 | 5.05 | 4.82 | 4.83 | 4.67 |
| Actuarial gain / (loss) | | (0.59) | (0.08) | (0.40) | 0.00 | 0.01 |
| Contributions | | – | 0.16 | – | 10.86 | 3.01 |
| Benefits paid | | (10.04) | (10.82) | (4.56) | (12.55) | (5.91) |
| Plan assets at year end, at fair value | | 43.14 | 49.22 | 54.96 | 55.10 | 51.96 |
| Reconciliation of present value of the obligation and the fair value of the plan assets: | III | | | | | |
| Present value of the defined benefit obligations at the end of the year | | 122.29 | 106.41 | 103.04 | 72.27 | 77.51 |
| Fair value of the plan assets at the end of the year | | 43.14 | 49.22 | 54.96 | 55.10 | 51.96 |
| Liability recognised in the Balance Sheet | | 79.15 | 57.18 | 48.08 | 17.17 | 25.55 |
| Defined benefit obligations cost for the year | IV | | | | | |
| Service Cost – Current | | 11.76 | 10.72 | 11.05 | 9.43 | 10.79 |
| Service Cost – Past | | – | – | 25.88 | – | – |
| Interest Cost | | 8.89 | 8.83 | 5.77 | 5.81 | 5.60 |
| Expected return on plan assets | | (4.55) | (5.05) | (4.82) | (4.83) | (4.67) |
| Actuarial (gain) / loss | | 5.87 | (5.28) | (6.97) | (7.94) | (2.92) |
| Net defined benefit obligations cost | | 21.97 | 9.22 | 30.90 | 2.47 | 8.80 |
| Investment details of plan assets | V | | | | | |
| 100% of the plan assets are in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme. | | | | | | |
| The principal assumptions used in determining post-employment benefit obligations are shown below: | VI | | | | | |
| Discount Rate | | 8.35% | 8.57% | 7.99% | 7.50% | 8.00% |
| Future salary increases | | 5.00% | 5% | 5% | 5.00% | 5.50% |
| Expected return on plan assets | | 9.25% | 9.20% | 8.75% | 9.30% | 9.30% |

The estimates of future salary increases, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The demographic assumptions were as per the published rates of "Life Insurance Corporation of India (1994-96) Mortality Table (ultimate), which is considered a standard table.

28. Employee stock option plans**Employee Stock Purchase Scheme 2009 (ESPS- 2009)**

In view of the then proposed restructuring of the Company and its subsidiaries, to compensate the employees who had opted for the surrender of their stock vested/unvested/unexercised options, granted to them under ESOP 2004 scheme, the Company instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for the aforesaid employees of the Company and its subsidiaries by granting shares thereunder. The Scheme was formulated in accordance with the SEBI (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and approved by the shareholders on March 10, 2009. It provides for the issue of 2,146,540 equity shares to the eligible employees of the Company by the Employee Stock Purchase Scheme(ESPS) Committee at an exercise price of Rs. 4/- each.

Accordingly, the Company has allotted 1,753,175 shares (FY10: 1,741,435, FY11: 1740) out of 1,764,425 shares issued on March 31, 2009 to the eligible employees. The liability outstanding in respect of employee share purchase outstanding as at March 31, 2013 is Rs. 0.873 million (Previous year Rs. 0.873 million) towards 11,250 (Previous year 11,250) shares to be allotted under ESPS-2009.

29. Leases**Operating lease: company as lessee**

The Company has taken various residential/commercial premises/vehicles under cancellable operating leases. The rental expense for the current year, in respect of operating leases was Rs. 213.17 million (Previous Year Rs 187.74 million). The Company has also taken residential/commercial premises on lease which have non-cancellable period. The future minimum lease payments in respect of such leases are as follows:

| | in Rs million | |
|---|------------------------|-------------|
| | As at March 31, | |
| | 2013 | 2012 |
| Within one year | 24.41 | 1.95 |
| After one year and not more than five years | 7.32 | – |
| Total minimum lease payments | 31.73 | 1.95 |

30. Accounting for Amalgamation**Merger of NDTV One Holdings Limited with the Company**

During the previous financial year, the Scheme of Amalgamation ("Scheme") for the merger of the wholly owned subsidiary NDTV One Holdings Limited with the Company under sections 391 to 394 of the Companies Act, 1956 sanctioned by High Court of Delhi became effective from January 01, 2012 all the necessary formalities having been concluded on November 2, 2012. The accounts of the Company for the year ended March 31, 2013 include a net expense of Rs.6.1 million related to NDTV One Holdings Limited for the period from April 01, 2012 to November 02, 2012. Further, the accumulated credit balance in the Profit and Loss account of NDTV One Holdings Limited as at March 31, 2012 amounting to Rs 179.09 million (Out of which Rs 5.6 million pertains to the period January 01,2012 to March 31,2012) has been shown as an adjustment to the Reserves & Surplus as at March 31, 2013.

The salient features of the Scheme were as follows:

- a) The entire business and the whole of the undertaking(s), property and liabilities of the Transferor Company was transferred at their respective book values to and vested in the Transferee Company as a going concern so as to become the properties and liabilities of the Transferee Company within the meaning of Section 2(1B) of the Income-tax Act, 1961.
- b) The entire share capital of the Transferor Company was directly held by the Transferee Company. Therefore, the Transferee Company has not issued any shares or paid any consideration to the Transferor Company or to its shareholders.
- c) The shares of the Transferor Company in relation to the shares held by its members have been automatically cancelled.
- d) Accounting treatment: The merger of the Transferor Company with the Transferee Company has been accounted for in accordance with the "Pooling of Interest Method", i.e. the Transferee Company has recorded all the assets and liabilities, including reserves/securities premium and profit and loss of the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the appointed date. The amount by which the aggregate of the book value of assets (other than investments in Transferor Company)

of the Transferor Company vested in the Transferee Company exceeded the aggregate of book value of liabilities, reserves after adjustment by way of cancellation of the total amount recorded as investments in the transferor company in the books of the Transferee Company, has been credited to the reserves of the Transferee Company.

- e) The net addition to Reserves in Schedule 4, in accordance with the Scheme of Arrangement, is arrived as follows :

| Particulars | in Rs million |
|--|---------------|
| Total Assets | 244.12 |
| Total Liabilities & Reserves | 65.03 |
| Net Addition to accumulated profit & loss account | 179.09 |

31. Segment information

The Company operates in the single primary segment of television media and accordingly, there is no separate reportable segment.

32. Related party disclosures

I. Names of related parties and nature of relationship

Related parties where control exists

RRPR Holding Private Limited

Mrs. Radhika Roy

Dr. Prannoy Roy

Subsidiaries (Direct /Indirect)

NDTV Media Limited

NDTV Emerging Market BV (liquidated w.e.f. September 13, 2012)

NDTV Convergence Limited

NDTV Labs Limited

NDTV Lifestyle Holdings Private Limited

NDTV Lifestyle Limited

NDTV Networks Limited (Formerly NDTV Networks Private Limited)

Metronation Chennai Television Limited (Till September 28, 2012)

NDTV One Holdings Limited (merged with the Company w.e.f. November 2, 2012)

NDTV (Mauritius) Multimedia Limited

NDTV Worldwide Mauritius Limited (merged with NDTV (Mauritius) Multimedia Limited w.e.f. March 29, 2013)

NDTV Worldwide Limited

NDTV Ethnic Retail Private Limited (acquired on March 26, 2013)

Joint Venture

NGEN Media Services Private Limited (Till March 28, 2013)

Associate Company

Astro Awani Network Sdn Bhd

Key Management Personnel and their relatives

| | |
|----------------------|--------------------------------|
| Dr. Prannoy Roy | Executive Co-Chairperson |
| Radhika Roy | Executive Co-Chairperson |
| K.V.L. Narayan Rao | Executive Vice Chairperson |
| Vikramaditya Chandra | Group CEO & Executive Director |

II. Disclosure of Related Party Transaction

The following table provides the total amount of transactions that have been entered into with related parties, in the ordinary course of business for the year ended March 31, 2013

in Rs Millions

| Nature of relationship / transaction | Subsidiary Companies | | Key Management Personnel | | Total | |
|--|----------------------|---------------|--------------------------|-----------|---------------|---------------|
| | 31-Mar-13 | 31-Mar-12 | 31-Mar-13 | 31-Mar-12 | 31-Mar-13 | 31-Mar-12 |
| a) Sale/purchase of goods and service | | | | | | |
| Rendering of services | 7.25 | 12.09 | - | - | 7.25 | 12.09 |
| NDTV Lifestyle Limited | 4.00 | 2.43 | - | - | 4.00 | 2.43 |
| Metronation Chennai Television Limited | - | 7.12 | - | - | - | 7.12 |
| NDTV Worldwide Limited | 2.83 | 1.66 | - | - | 2.83 | 1.66 |
| Others | 0.42 | 0.88 | - | - | 0.42 | 0.88 |
| Trade Mark / Royalty Received | 12.58 | 9.27 | - | - | 12.58 | 9.27 |
| NDTV Convergence Limited | 5.45 | 3.36 | - | - | 5.45 | 3.36 |
| NDTV Lifestyle Limited | 7.03 | 5.87 | - | - | 7.03 | 5.87 |
| Others | 0.10 | 0.04 | - | - | 0.10 | 0.04 |
| Services availed of | 122.03 | 106.40 | - | - | 122.03 | 106.40 |
| NDTV Convergence Limited | 21.85 | 18.51 | - | - | 21.85 | 18.51 |
| NDTV Lifestyle Limited | 100.18 | 87.89 | - | - | 100.18 | 87.89 |
| Others | - | - | - | - | - | - |
| Payment made on behalf of others | 236.09 | 229.13 | - | - | 236.09 | 229.13 |
| NDTV Lifestyle Limited | 215.99 | 218.08 | - | - | 215.99 | 218.08 |
| Others | 20.10 | 11.05 | - | - | 20.10 | 11.05 |
| ESOP cost reimbursed | 3.84 | 3.86 | - | - | 3.84 | 3.86 |
| NDTV Lifestyle Limited | 3.84 | 3.86 | - | - | 3.84 | 3.86 |
| Rent | - | 0.85 | - | - | - | 0.85 |
| Metronation Chennai Television Limited | - | 0.85 | - | - | - | 0.85 |
| Shared service income | 92.16 | 90.08 | - | - | 92.16 | 90.08 |
| NDTV Convergence Limited | 31.07 | 29.66 | - | - | 31.07 | 29.66 |
| NDTV Lifestyle Limited | 47.84 | 44.39 | - | - | 47.84 | 44.39 |
| Metronation Chennai Television Limited | - | 4.71 | - | - | - | 4.71 |
| Others | 13.25 | 11.32 | - | - | 13.25 | 11.32 |
| Shared service cost | 0.44 | 1.34 | - | - | 0.44 | 1.34 |
| NDTV Labs Limited | - | 0.84 | - | - | - | 0.84 |
| NDTV Lifestyle Limited | 0.44 | 0.48 | - | - | 0.44 | 0.48 |
| Others | - | 0.02 | - | - | - | 0.02 |
| Rental income | 15.92 | 21.45 | - | - | 15.92 | 21.45 |
| NDTV Convergence Limited | 7.59 | 7.30 | - | - | 7.59 | 7.30 |
| NDTV Lifestyle Limited | 7.96 | 13.56 | - | - | 7.96 | 13.56 |
| Others | 0.37 | 0.59 | - | - | 0.37 | 0.59 |
| Programs purchased | 12.17 | 11.15 | - | - | 12.17 | 11.15 |
| NDTV Lifestyle Limited | 12.17 | 11.13 | - | - | 12.17 | 11.13 |
| Others | - | 0.02 | - | - | - | 0.02 |
| Programs sold | 4.32 | 0.78 | - | - | 4.32 | 0.78 |
| NDTV Lifestyle Limited | 4.32 | 0.70 | - | - | 4.32 | 0.70 |
| Others | - | 0.08 | - | - | - | 0.08 |
| Liabilities Written Bank | - | 71.74 | - | - | - | 71.74 |
| NDTV Media Limited | - | 71.74 | - | - | - | 71.74 |
| Dividend Income | - | 244.58 | - | - | - | 244.58 |
| NDTV OneHoldingsLimited, Mauritius | - | 244.58 | - | - | - | 244.58 |
| Sale of investment | 138.52 | - | - | - | 138.52 | - |
| Metronation Chennai Television Limited | 136.27 | - | - | - | 136.27 | - |
| NDTV One Holding Limited** | 2.25 | - | - | - | 2.25 | - |

in Rs Millions

| Nature of relationship / transaction | Subsidiary Companies | | Key Management Personnel | | Total | |
|--|----------------------|-----------|--------------------------|-----------|-----------|-----------|
| | 31-Mar-13 | 31-Mar-12 | 31-Mar-13 | 31-Mar-12 | 31-Mar-13 | 31-Mar-12 |
| Provision for doubtful debts | - | (62.10) | - | - | - | (62.10) |
| Metronation Chennai Television Limited | - | (62.10) | - | - | - | (62.10) |
| Bad Debt written off | - | 62.10 | - | - | - | 62.10 |
| Metronation Chennai Television Limited | - | 62.10 | - | - | - | 62.10 |
| Provision for doubtful debts written back | - | 20.95 | - | - | - | 20.95 |
| Metronation Chennai Television Limited | - | 20.95 | - | - | - | 20.95 |
| Provision for diminution in Investment write back | 44.26 | - | - | - | 44.26 | - |
| Metronation Chennai Television Limited | 44.26 | - | - | - | 44.26 | - |
| b) Loans given/taken and repayment thereof | | | | | | |
| Loan given | - | 81.29 | - | - | - | 81.29 |
| Delta Soft Pro Pvt Limited | - | 44.20 | - | - | - | 44.20 |
| Metronation Chennai Television Limited* | - | 37.09 | - | - | - | 37.09 |
| Loan received on account of merger | 71.09 | - | - | - | 71.09 | - |
| NDTV (Mauritius) Multi Media Limited | 71.09 | - | - | - | 71.09 | - |
| Equity Contribution | 117.40 | 213.73 | - | - | 117.40 | 213.73 |
| NDTV Networks Ltd- Share application money | 14.70 | - | - | - | 14.70 | - |
| NDTV (Mauritius) Media Limited | 93.13 | - | - | - | 93.13 | - |
| Metronation Chennai Television Limited* | - | 136.27 | - | - | - | 136.27 |
| Delta Soft Pro Pvt Limited- Share application money | 9.57 | 77.46 | - | - | 9.57 | 77.46 |
| Balance at the year end | | | | | | |
| Trade Payable | 124.60 | 125.55 | - | - | 124.60 | 125.55 |
| Trade Receivables | 213.94 | 335.93 | - | - | 213.94 | 335.93 |
| Other Receivables | 23.02 | - | - | - | 23.02 | - |
| Short Term Loans & Advances | 44.20 | - | - | - | 44.20 | - |
| Other Short Term Borrowings | 71.09 | - | - | - | 71.09 | - |
| c) Remuneration to key managerial personnel | - | - | 32.04 | 25.99 | 32.04 | 25.99 |
| Dr. Prannoy Roy | - | - | 5.63 | 5.82 | 5.63 | 5.82 |
| Mrs. Radhika Roy | - | - | 6.07 | 6.01 | 6.07 | 6.01 |
| Mr. K V L Narayan Rao | - | - | 8.32 | 8.44 | 8.32 | 8.44 |
| Mr. Vikramaditya Chandra ⁱ | - | - | 12.02 | 5.72 | 12.02 | 5.72 |

ⁱ Includes Remuneration amounting to Rs 2.89 million paid to Director that exceeds the minimum remuneration payable due to inadequacy of profits, which is subject to Shareholders' Approval.

* Shares allotted for 24.59 million out of loan given during the year and shares of Rs.111.68 million allotted against previous year receivables

** On account of merger with NDTV One Holdings Limited (refer note 30)

III. Other Key Agreements

In order to leverage the existing resources of NDTV and also to ensure economies of scale, the Company has agreements with its subsidiaries, NDTV Labs Limited (Labs), NDTV Convergence Limited, NDTV Worldwide Limited and NDTV Lifestyle Limited (Lifestyle) (Collectively referred to as NDTV Group Companies). The key agreements that the Company has entered into are:

- Co-operation agreement** under which the companies have mutually agreed to grant exclusive royalty free licenses to use any programme footage or news content whether created or owned by the Company for up to three minutes subject to such footage/content being used on an NDTV branded channel and have also granted the right of first refusal to the other companies with respect to licensing of distribution rights to any programme or news content except for programmes which are made specifically for a third party.
- Shared Service Agreements** under which the Company has agreed to provide specified shared services on an arms length basis to the group companies. Separate service level agreements (SLA) have been entered into for providing finance and accounting, management information system, legal and regulatory compliance, human resource and satellite up linking services at a consideration to be ascertained for each specific service.
- Cross Channel Promotion Arrangement** under which the NDTV Group companies have agreed to implement a common cross channel promotion agreement. Under the said agreement the charge-outs will be at agreed rates. The Company has been allotted fixed airtime in lieu of a banner on NDTV.com

33. Capital and other commitments**a) Capital commitments**

Estimated amount of contracts remaining to be executed on capital account, not provided for (net of capital advances):

in Rs million

| Particulars | As at March 31, | |
|--------------|-----------------|-------------|
| | 2013 | 2012 |
| Commitments | 8.15 | 9.09 |
| Total | 8.15 | 9.09 |

b) other commitments

The Company has given a comfort letter to Delta Softpro Pvt Limited and NDTV Networks Limited confirming that the Company shall provide financial and operational support to assist that company in meeting its liabilities as and when they fall due, to the extent of Company's proportion in the share capital of that company.

34. Contingent liabilities

Claims against the Company not acknowledged as debts:

- (i) Income Tax Matters: Rs. 219.36 Million (includes Rs 141.11 million in respect of a matter which is an issue pertaining to the entire broadcasting industry)
- (ii) Rs. 82.56 million (Previous Year Rs. 82.56 million)

The amount represents the best possible estimate arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the legal process and therefore cannot be predicted accurately. The Company has engaged reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such disputes.

- b. The Company has received legal notices of claims / lawsuits filed against it relating to infringement of copyrights, trademarks and defamation suits in relation to the programmes produced by it. In the opinion of the management supported by legal advice, no material liability is likely to arise on account of such claims/law suits.

35. Capital Reduction

During the year, the Board of Directors of the Company have approved a Scheme for reduction of Capital by way of setting off the losses accumulated upto September 30, 2012 amounting to Rs 15,573 Lakhs against the balance in Securities Premium Account as on September 30, 2012 amounting to Rs 50,770 Lakhs. The Company has commenced the process of complying with the formalities required. Pending the approvals/clearances, no effect has been given to the Scheme, which when implemented will have the effect of reducing the negative balance in the statement of profit and loss to nil and the balance in the Securities Premium Account to Rs 35,197 Lakhs.

36. Value of imports calculated on CIF basis

in Rs million

| Particulars | As at March 31, | |
|------------------------------|-----------------|--------------|
| | 2013 | 2012 |
| Capital Goods | 88.24 | 44.56 |
| Equipments stores and spares | 6.45 | 3.78 |
| Video Tapes | — | 1.52 |
| Total | 94.69 | 49.86 |

37. Expenditure in foreign currency (accrual basis)

in Rs million

| Particulars | As at March 31, | |
|--|-----------------|---------------|
| | 2013 | 2012 |
| Subscription, Uplinking and news service charges | 71.95 | 73.71 |
| Repairs & Maintenance | 31.97 | 30.65 |
| Travelling expenses | 18.32 | 26.50 |
| Consultancy and Professional fees | 62.82 | 15.72 |
| Other expenses (including production expenses, hire charges, etc)* | 18.41 | 9.16 |
| Total | 203.47 | 155.74 |

*The above figures includes expenses incurred in foreign currency by NDTV One Holdings Limited and transferred to the Company on account of the Merger.

| | |
|---|--------------|
| Other expenses (including production expenses, hire charges, etc) | 17.14 |
| Total | 17.14 |

38. Imported and indigenous raw materials, components and spare parts consumed

| | % of total consumption, | Value INR millions | % of total consumption, | Value INR millions |
|----------------------------|------------------------------|-----------------------|----------------------------|-----------------------|
| | For the year ended March 31, | | | |
| | 2013 | 2013 | 2012 | 2012 |
| Tapes | | | | |
| Indigenous | 96.89 | 3.59 | 39.96 | 1.52 |
| Imported | 3.11 | 0.12 | 60.04 | 2.28 |
| | 100.00 | 3.71 | 100.00 | 3.80 |
| Stores & Spares | | | | |
| Indigenous | 100.00 | 0.13 | 100.00 | 1.25 |
| Imported | – | – | – | – |
| | 100.00 | 0.13 | 100.00 | 1.25 |

39. Earnings in foreign currency (accrual basis)

in Rs million

| Particulars | As at March 31, | |
|------------------------|-----------------|---------------|
| | 2013 | 2012 |
| Advertisement Revenue* | 31.80 | 16.90 |
| Subscription Revenue* | 131.95 | 188.18 |
| Other Business Income | – | – |
| Total | 163.75 | 205.08 |

* Out of the above Rs.24.16 million (Previous year Rs.28.45 million) relates to NDTV Lifestyle Limited.

40. Going concern

Keeping the current economic environment and other factors in mind, the Company has recast its business plans and streamlined operations. Based on these actions and its business plans, the Company is confident of its ability to continue operations for the foreseeable future and accordingly the accounts of the Company are prepared on a going concern basis.

41. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 (As Applicable)

During the year the Company has sought status information from its vendors to be able to classify them as Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Based on the responses received from the vendors, the Company has determined that no information is required to be separately disclosed in this respect:

42. Previous year figures

The previous years figures have been reclassified to conform to the current years' classification.

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No - FRN 301112E

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date : May 09, 2013

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

**New Delhi Television Limited
Consolidated Financial Statements**

INDEPENDENT AUDITORS' REPORT**To the Board of Directors of New Delhi Television Limited**

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of New Delhi Television Limited ("the Company") and its subsidiaries, its jointly controlled entity and associate company; hereinafter referred to as the "Group" (refer Note 33 to the attached consolidated financial statements) which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

Management's Responsibility for the Consolidated Financial Statements

2. The Company's Management is responsible for the preparation of these consolidated financial statements 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. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards 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.
4. 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 auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Opinion

6. *We draw attention to note 33 (b) to the consolidated financial statements regarding managerial remuneration in respect of subsidiaries amounting to Rs 7.58 million paid during the year ended March 31, 2013 (Rs 9.19 million paid till March 31, 2012) in excess of the limits specified in Schedule XIII to the Companies Act, 1956 (the "Act") which is subject to the approval of the Central Government. In the event that the Central Government approvals and Members approvals are not received, the aforesaid amounts are to be refunded by such directors. Had these amounts been recognised as recoverable from the director(s), the profit / (loss) after taxation for the year would have been Rs 35.88 million as against the reported figure of Rs 19.11 million (Previous year Rs. (864.53) million as against the reported figure of Rs. (873.72) million), profit / (loss) per share for the year would have been Rs 0.56 as against the reported figure of Rs 0.30 (Previous year Rs (13.41) as against the reported figure of Rs (13.55)) and Current assets would have been Rs 4,701.73 million as against the reported figure of Rs 4,684.95 million (Previous year Rs 4,822.79 million as against the reported figure of Rs 4,813.60 million).*

Qualified Opinion

7. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements, Accounting Standard (AS) 23 – Accounting for Investments in Associates in Consolidated Financial Statements, and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures notified under Section 211(3C) of the Companies Act, 1956.
8. Based on our audit and on the other financial information of the component(s) of the Group as referred to in paragraph 9 below, *except for the matter referred to in paragraph 6 above*, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
 - (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

9. We did not audit the financial statements of one joint venture which constitutes total revenue of Rs. 32.82 million, net loss of Rs 1.05 million and net cash flows amounting to Rs 4.57 million for the year then ended; and (ii) one associate company included in the consolidated financial statements, which constitute net profit of Rs 1.23 million for the period from April 1, 2012 to March 31, 2013. The unaudited financial information has been provided to us by the management, and our opinion on the consolidated financial statements to the extent they relate to these joint venture and associate company is based solely on such unaudited financial information furnished to us.

For Price Waterhouse
Firm Registration Number: FRN 301112E
Chartered Accountants

Anupam Dhawan
Partner
Membership Number 084451

New Delhi
May 09, 2013

New Delhi Television Limited

Consolidated Balance sheet as at March 31,

| | Notes | in Rs million | |
|--|-------|-----------------|-----------------|
| | | 2013 | 2012 |
| Equity and liabilities | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 257.89 | 257.89 |
| Reserves and surplus | 4 | 1,697.96 | 1,669.99 |
| | | 1,955.85 | 1,927.88 |
| Minority | | 1,750.10 | 1,761.98 |
| Non-current liabilities | | | |
| Long-term borrowings | 5 | – | 75.87 |
| Long-term provisions | 6 | 91.71 | 160.88 |
| | | 91.71 | 236.75 |
| Current liabilities | | | |
| Short-term borrowings | 7 | 2,220.11 | 2,057.25 |
| Trade payables | 8 | 664.93 | 805.00 |
| Other current liabilities | 9 | 290.69 | 465.47 |
| Short-term provisions | 10 | 0.73 | 10.41 |
| | | 3,176.46 | 3,338.13 |
| TOTAL | | 6,974.12 | 7,264.74 |
| Assets | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| Tangible assets | 11 | 1,269.25 | 1,702.38 |
| Intangible assets | 12 | 131.49 | 138.72 |
| Capital work-in-progress | | 29.43 | 5.72 |
| Non-current investments | 13 | 186.74 | 186.15 |
| Deferred tax assets (net) | 14 | 113.08 | 112.39 |
| Long-term loans and advances | 15 | 337.85 | 296.07 |
| Other non-current assets | 17.2 | 221.33 | 9.71 |
| | | 2,289.17 | 2,451.14 |
| Current assets | | | |
| Inventories | 16 | 163.80 | 173.09 |
| Trade receivables | 17.1 | 1,859.36 | 1,557.32 |
| Cash and bank balances | 18 | 2,000.96 | 2,478.29 |
| Short-term loans and advances | 15 | 646.69 | 571.51 |
| Other current assets | 17.2 | 14.14 | 33.39 |
| | | 4,684.95 | 4,813.60 |
| TOTAL | | 6,974.12 | 7,264.74 |
| Summary of significant accounting policies | 2 | | |

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

This is the Balance Sheet referred to in our report of even date

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants

Firm Registration No: FRN 301112E

Anupam Dhawan
Partner

Membership Number 084451

Place of Signing : New Delhi

Date : May 09, 2013

Dr. Pranoy Roy
Executive Co-Chairperson

Vikramaditya Chandra
Group CEO & Executive Director

Radhika Roy
Executive Co-Chairperson

Saurav Banerjee
Group Chief Financial Officer

K V L Narayan Rao
Executive Vice Chairperson

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited**Consolidated Statement of profit and loss for the year ended March 31,**

| | | in Rs million except per share data | |
|---|-----------|-------------------------------------|-----------------|
| | Notes | 2013 | 2012 |
| Income | | | |
| Revenue from operations | 19 | 5,268.17 | 4,833.66 |
| Other income | 20 | 245.96 | 228.94 |
| Total revenue (I) | | 5,514.13 | 5,062.60 |
| Expenses | | | |
| Production expenses | 21 | 1,153.07 | 1,023.69 |
| Employee benefits expense | 22 | 1,574.12 | 1,497.08 |
| Operations & administration expenses | 23 | 1,162.61 | 1,152.30 |
| Marketing, distribution & promotion expenses | | 1,312.57 | 1,352.15 |
| Depreciation and amortization expense | 24 | 275.95 | 284.14 |
| Finance costs | 25 | 229.22 | 220.15 |
| Total (II) | | 5,707.54 | 5,529.51 |
| Profit before exceptional and extra ordinary items and tax (I) – (II) | | (193.41) | (466.91) |
| Exceptional items (net) | 26 | (281.35) | 395.33 |
| Profit/(loss) before tax | | 87.94 | (862.24) |
| Tax expense | | | |
| Current tax | | 82.82 | 91.18 |
| Deferred Tax | | (0.69) | – |
| Tax on earlier years | | – | (0.81) |
| Current tax (Minimum Alternative Tax) | | 15.70 | – |
| Less: Credit entitlement (Minimum Alternative Tax) | | (15.70) | – |
| Total tax expense | | 82.13 | 90.37 |
| Profit/(loss) for the year | | 5.81 | (952.61) |
| Share of minority | | (12.07) | (62.15) |
| Share in profit of associate | | 1.23 | 16.74 |
| Profit/(loss) for the year carried to Reserves & Surplus | | 19.11 | (873.72) |
| Earnings / (Loss) per equity share (nominal value of share Rupees 4/-) | 27 | | |
| Basic | | | |
| Computed on the basis of total profit for the year | | 0.30 | (13.55) |
| Diluted | | | |
| Computed on the basis of total profit for the year | | 0.30 | (13.55) |
| Summary of significant accounting policies | 2 | | |

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

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants

Firm Registration No: FRN 301112E

Anupam Dhawan
Partner

Membership Number 084451

Place of Signing : New Delhi

Date : May 09, 2013

Dr. Prannoy Roy
Executive Co-Chairperson

Vikramaditya Chandra
Group CEO & Executive Director

Radhika Roy
Executive Co-Chairperson

Saurav Banerjee
Group Chief Financial Officer

K V L Narayan Rao
Executive Vice Chairperson

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited**Consolidated Cash flow statements for the year ended March 31,**

| | Notes | in Rs million | |
|--|-------|-----------------|-----------------|
| | | 2013 | 2012 |
| Cash flow from operating activities | | | |
| Profit/(loss) before tax | | 87.94 | (862.24) |
| Non-cash adjustment to reconcile profit before tax to net cash flows | | | |
| Depreciation/ amortization | | 275.95 | 284.14 |
| Tangible/Intangible assets written off | | 2.50 | 27.41 |
| Provision for Gratuity/Leave encashment | | 27.61 | 11.66 |
| Loss/ (profit) on sale of fixed assets | | (6.96) | (0.54) |
| Provision for doubtful advances | | 5.80 | 24.91 |
| Provision for doubtful advances written back | | (24.41) | (7.03) |
| Liabilities no longer required written back | | (194.70) | (61.74) |
| Provision for impairment written back | | – | (22.38) |
| Provision for bad & doubtful debts | | 17.01 | 66.35 |
| Bad Debts written off | | 10.97 | 21.61 |
| Provision for doubtful debts written back | | (18.06) | (25.32) |
| Provision for diminution in value of investments written back (current plus other long term) | | (19.17) | 383.87 |
| Provision for contingencies / (written back) | | (89.64) | 89.64 |
| Gain on sale of investment | | (137.12) | – |
| Employee stock compensation expense | | 7.73 | 14.41 |
| Unrealized foreign exchange loss/(gain) | | 0.50 | (1.11) |
| Finance costs | | 229.22 | 220.15 |
| Interest (income) | | (199.79) | (217.37) |
| Operating profit/(loss) before working capital changes | | (24.62) | (53.58) |
| Movements in working capital : | | | |
| Increase/ (decrease) in trade payables | | 54.41 | 1.15 |
| Increase / (decrease) in short-term provisions | | (4.15) | (2.06) |
| Increase/ (decrease) in other current liabilities | | (131.04) | 70.31 |
| Increase/ (decrease) in other long-term liabilities | | – | (95.65) |
| Decrease / (increase) in trade receivables | | (312.25) | (77.92) |
| Decrease / (increase) in inventories | | 9.29 | (79.35) |
| Decrease / (increase) in long-term loans and advances | | (112.36) | (229.29) |
| Decrease / (increase) in short-term loans and advances | | 33.58 | (95.07) |
| Decrease / (increase) in other non-current assets | | (206.44) | (5.12) |
| Cash generated from /(used in) operations | | (693.58) | (566.58) |
| Direct taxes (paid)/refunded | | (64.82) | 30.31 |
| Fringe benefit taxes (paid)/refunded | | 0.38 | 1.42 |
| Net cash flow from/ (used in) operating activities (A) | | (758.02) | (534.85) |
| Cash flows from investing activities | | | |
| Purchase of tangible/intangible fixed assets, including CWIP | | (236.65) | (336.68) |
| Proceeds from sale of fixed assets | | 404.55 | 10.86 |
| Advance received for sale of subsidiary | | – | 75.00 |
| Interest received | | 186.49 | 201.84 |
| Net cash flow from/ (used in) investing activities (B) | | 354.39 | (48.98) |
| Cash flows from financing activities | | | |
| Proceeds from Minority | | 0.18 | 28.21 |
| Repayment of long-term borrowings | | (78.74) | (21.27) |
| Proceeds/(repayment) from short-term borrowings | | 335.40 | 309.53 |
| Proceeds of Short Term Loan | | 500.00 | 500.00 |

| | Notes | in Rs million | |
|---|-----------|-----------------|-----------------|
| | | 2013 | 2012 |
| Repayment of Short Term Loan | | (500.00) | (500.00) |
| Proceeds/(repayment) of loan from other parties | | (82.90) | 82.90 |
| Finance costs paid | | (247.64) | (201.76) |
| Interest paid on finance lease | | – | (1.93) |
| Net cash flow from/ (used in) in financing activities (C) | | (73.70) | 195.68 |
| Net increase/(decrease) in cash and cash equivalents (A + B + C) | | (477.33) | (388.15) |
| Cash and cash equivalents at the beginning of the year | | 2,478.29 | 2,853.76 |
| Cash and cash equivalents at the end of the year | | 2,000.96 | 2,465.61 |
| Components of cash and cash equivalents | | | |
| Cash on hand | | 2.35 | 3.99 |
| Cheques/ drafts on hand | | 0.60 | – |
| With banks-on current account | | 62.82 | 182.16 |
| – in deposit accounts | | 1,934.85 | 2,291.73 |
| – unpaid dividend accounts | | 0.34 | 0.41 |
| | 18 | 2,000.96 | 2,478.29 |
| Unrealised foreign exchange gain/(loss) | | – | (12.68) |
| Total cash and cash equivalents | | 2,000.96 | 2,465.61 |

Summary of significant accounting policies

2

Notes :

1. The above Cash flow statement has been prepared under the indirect method set out in AS-3 as notified under section 211(3C) of the Companies Act, 1956.
2. Figures in brackets indicate cash outflow.
3. Fixed deposits amounting Rs.500 million (Previous Year Rs 630 million) has been kept for loan against deposits and Rs 200 million (Previous Year Nil) has been provided as collateral security towards secured working capital loan. Further, fixed deposits under lien Rs. 6.05 million (Previous Year Rs. 6.00 million) against letters of credit issued and against bank guarantees.
4. Previous year's figures have been regrouped or reclassified wherever necessary to conform to current year's grouping and classification.

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

For and on behalf of the Board

For Price Waterhouse

Chartered Accountants

Firm Registration No - FRN 301112E

Anupam Dhawan

Partner

Membership Number 084451

Place of Signing : New Delhi

Date : May 09, 2013

Dr. Prannoy Roy
Executive Co-ChairpersonVikramaditya Chandra
Group CEO & Executive DirectorRadhika Roy
Executive Co-ChairpersonSaurav Banerjee
Group Chief Financial OfficerK V L Narayan Rao
Executive Vice ChairpersonAnoop Singh Juneja
Company Secretary

New Delhi Television Limited

Notes to the Consolidated Financial Statements for the period ended 31 March 2013

1. Corporate information

New Delhi Television Limited (Company) is a public limited company incorporated in India under the provisions of the Companies Act, 1956. Its shares are listed on the National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) in India. The Company is in television media and currently operates three news channels (NDTV 24x7, NDTV India & NDTV Profit) in India. The Company has step-down subsidiaries: NDTV Lifestyle, NDTV Convergence (triple play; to exploit the synergies between television, Internet and mobile and owns the website ndtv.com) and NDTV Worldwide offering high end consultancy for setting up of local television news channels in emerging markets across the world.

2. Summary of significant accounting policies

2.1 Basis of preparation and principles of consolidation

- (a) The Consolidated Financial Statements (CFS) of the Company are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual and prepares its accounts on a going concern basis.
- (b) The CFS are prepared after the elimination of all inter-company accounts and transactions in accordance with Accounting Standard - 21 and are prepared under historical cost convention in accordance with generally accepted accounting principles applicable in India. Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date of disposal.
- (c) The CFS include the interest in a jointly controlled entity using proportionate consolidation method. For the purpose of applying proportionate consolidation, the venturer uses the consolidated financial statement of the jointly controlled entity.
- (d) The CFS include the share of profit/loss of the associate companies which has been accounted as per the 'Equity method', and accordingly, the share of profit / loss of each of the associate companies from the date of acquisition has been added to / deducted from the cost of investments. An Associate is an enterprise in which the investor has significant influence and which is neither a Subsidiary nor a Joint Venture of the investor.
- (e) The notes and significant policies to the CFS are intended to serve as a guide for better understanding of the Group's position. In this respect, the Group has disclosed such notes and policies, which represent the required disclosure.
- (f) Reserves shown in the consolidated balance sheet represent the Group's share in the respective reserves of the Group companies. Retained earnings comprise general reserve, capital reserve and profit and loss account.
- (g) Minority Interests in the net assets of the consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which the investments are made by New Delhi Television Limited in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments as stated above.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Goodwill/Capital reserve

Subsidiaries

Goodwill represents the difference between the cost of acquisition and the Group's share in the net worth of a subsidiary at each point of time of making the investment in the subsidiary. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of the respective acquisition. Negative goodwill is shown as Capital Reserve.

Associate

Goodwill / Capital reserve arising on the date of acquisition is included in the cost of investments.

2.3 Use of estimates

In the preparation of the financial statements, the management of the Company makes estimates and assumptions in conformity with the applicable accounting principles in India that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, and the useful lives of fixed assets and intangible assets.

A provision is recognised when there is a present obligation as a result of a past event in respect of which it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made

Contingencies are disclosed when it is possible that a liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made of the existence of the contingent liability.

2.4 Tangible fixed assets

Tangible fixed assets, except in the cases mentioned below, are stated at the cost of acquisition, which includes taxes, duties, freight, insurance and other incidental expenses incurred for bringing the assets to the working condition required for their intended use, less depreciation and impairment.

Fixed assets purchased under barter arrangements are stated at the fair market value as at the date of purchase.

Leasehold land is amortised over the period of the lease.

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful lives as estimated by the management. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Individual assets costing less than Rs. 5,000 are depreciated at the rate of 100% on a pro-rata basis. The management's estimates of useful lives for various fixed assets are given below:

| Asset Head | Useful Life (years) |
|------------------------|---------------------|
| Buildings | 40 |
| Plant and Machinery | 5-12 |
| Computers | 3-6 |
| Office equipment | 3-5 |
| Furniture and Fixtures | 5-8 |
| Vehicles | 5 |

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

2.5 Intangible assets

Intangible assets are recognised if they are separately identifiable and the Company controls the future economic benefits arising out of them. All other expenses on intangible items are charged to the profit and loss account. Intangible assets are stated at cost less accumulated amortization and impairment.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Depreciation on intangible assets is provided using the Straight Line Method based on the useful lives as estimated by the management. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. Individual assets costing less than Rs. 5,000 are depreciated at the rate of 100% on a pro-rata basis. The management's estimates of useful lives for intangible assets are given below:

| Asset Head | Useful Life (years) |
|--------------------|---------------------|
| Computer Software | 6 |
| Website | 6 |
| Technical Know-how | 5 |

Leasehold land is amortised over the period of lease.

The rates of depreciation arrived at using these estimates of useful lives states in Para 2.4 and 2.5 above are equal to or higher than the rates prescribed by the Companies Act, 1956.

2.6 Leases

As a lessee:

Assets taken under leases, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets taken on leases where significant risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the statement of profit and loss on a straight line basis over the lease term.

2.7 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

2.8 Impairment of tangible and intangible assets

The 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

2.9 Revenue recognition

Advertisement revenue from broadcasting is recognised when the advertisements are displayed.

Subscription Revenue from direct-to-home satellite operators and other distributors for the right to distribute the channels is recognised when the service has been provided as per the terms of the contract.

Revenues from production arrangements are recognised when the contract period begins and the programming is available for telecast pursuant to the terms of the agreement. Typically the milestone is reached when the finished product has been delivered or made available to and accepted by the customer. Revenue from equipment given out on lease is accounted for on an accrual basis over the period of use of the equipment.

Income from the display of graphical advertisements ("display advertising") is recognised on the website as "impressions" are delivered. An "impression" is delivered when an advertisement appears in pages viewed by users.

Revenue from the display of text based links to the websites of its advertisers ("search advertising") is recognised for those displays which are placed on the website. Search advertising revenue is recognised as "clickthroughs" occur. A "click-through" occurs when a user clicks on an advertiser's listing.

Revenue from services provided is recognised when persuasive evidence of an arrangement exists; the consideration is fixed or determinable; and it is reasonable to expect ultimate collection. Such revenues are recognised as the services are provided.

2.10 Investments

Current investments are valued at cost or fair value whichever is lower.

Long term investments are stated at cost of acquisition. However, permanent diminutions, if any, are adjusted against the value of investments.

2.11 Inventories

Stores and Spares

Stores and spares consist of blank video tapes and equipment spare parts and are valued at the lower of cost or net realisable value. Cost is measured on a First In First Out (FIFO) basis.

VHS Tapes

VHS tapes, other than Betacam and DVC video tapes, are charged as expenses in the books at the time of their purchase. Betacam and DVC video tapes are charged as expenses on issue to production.

Programmes under production and finished programmes

Inventories related to television software (programmes completed, in process of production, available for sale or purchased programmes) are stated at the lower of cost (which includes direct production costs, story costs, acquisition of footage and allocable production overheads) or net realisable value.

Programmes which are of current or topical in nature are entirely amortised on first exploitation

The cost of purchased programmes is amortised over the initial licence period. The Company charges to the statement of profit and loss account the costs incurred on non-news programmes produced by it based on the estimated revenues generated by the first and the subsequent telecasts.

In respect of other programmes, programme costs are amortised based on management's estimates of the ratio of the current period's gross revenues to ultimate revenues. If estimates of the total revenues and other events or changes in circumstances indicate that the realisable value of a right is less than its unamortised cost, a loss is recognised for the excess of unamortised cost over the film right's realisable value.

2.12 Foreign currency transaction

Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are effected. All monetary assets and liabilities denominated in foreign currency are restated at the year-end exchange rate. All non-monetary assets and liabilities are stated at the rates prevailing on the date of the transaction.

Gains / (losses) arising out of fluctuations in the exchange rates are recognised as income / expense in the period in which they arise.

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the Company itself.

In translating the financial statements of a non-integral operation for incorporation in the consolidated financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate; income and expense items of the non-integral foreign operation are translated at exchange rates on the date of transactions. All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

2.13 Employee benefits

Short-term employee benefits are recognized as expenses at the undiscounted amounts in the statement of profit and loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits: The Company's contribution to Employees Provident Fund is charged to the statement of profit and loss. The Company provides for a long term defined benefit schemes for payment of gratuity on the basis of an actuarial valuation on the balance sheet date based on the Projected Unit Credit Method. In respect of gratuity, the Company funds the benefits through annual contributions to the Life Insurance Corporation of India (LIC). Under this scheme, LIC assumes the obligation to settle the gratuity payment to the employees to the extent of the funding including accumulated interest. The actuarial valuation of the liability towards the gratuity benefits of the employees is made on the basis of assumptions with respect to the variable elements affecting the computations including estimation of interest rate of earnings on contributions to LIC, discount rate, future salary increases. The Company recognises the actuarial gains and losses in the statement of profit & loss account as income and expenses in the period in which they occur. For other companies, the actuarial valuation of the liability towards gratuity and leave encashment benefits of the employees is made on the basis of certain assumptions with respect to the variable elements like discount rate, future salary in the variable elements like discount rate, future salary increases, etc affecting the valuation. The Group recognises the actuarial gains and losses in the Statement of profit & loss as income and expense in the period in which they occur.

The Group recognises termination benefits as a liability and an expense when the enterprise has a present obligation as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

2.14 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/shares over the exercise price of the options/shares given to employees under the Employee Stock Option Scheme/Employee Stock Purchase Scheme of the Company, is recognised as deferred stock compensation expense and is amortised over the vesting period on the basis of generally accepted accounting principles in accordance with the guidelines of Securities and Exchange Board of India.

In respect of subsidiaries, the employee share based compensation expense is calculated based on the intrinsic value method wherein the excess of value underlying equity shares as determined by an independent valuer as on the date of

grant of the shares over the exercise price of the shares allotted to the employees of the subsidiaries or to the trustees of NDTV Group Employee Trust which will hold shares on behalf of employees of the respective subsidiaries and other group companies collectively referred to as beneficiaries is recognized as deferred stock compensation expense and is amortised over the vesting period as per generally accepted accounting principles in India.

2.15 Earnings per share

Basic EPS

The earnings considered in ascertaining the Groups basic EPS comprise the net profit/ (loss) after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted EPS

The net profit/ (loss) after tax and the weighted average number of shares outstanding during the year are adjusted for all the effects of dilutive potential equity shares for calculating the diluted EPS

2.16 Other income

Dividends

Dividends on equity shares and the related dividend tax thereon are recorded as a liability on proposal by the Board.

Interest Income

Interest Income is recognised on a proportion of time basis taking into account the principal outstanding and the rate applicable.

2.17 Barter transactions

Barter transactions are recognised at the fair value of the consideration received or rendered. When the fair value of the transactions cannot be measured reliably, the revenue / expense is measured at the fair value of the goods / services provided or received, adjusted by the amount of cash or cash equivalent transferred.

In the normal course of business, the Company enters into a transaction in which it purchases an asset or a service for business purposes and/or makes an investment in a customer and at the same time negotiates a contract for sale of advertising to the seller of the asset or service, as the case may be. Arrangements though negotiated contemporaneously, may be documented in one or more contracts. The Company's policy for accounting for each transaction negotiated simultaneously is to record each element of the transaction based on the respective estimated fair values of the assets or services purchased or investments made and the airtime sold. Assets which are acquired in the form of investments are recorded as investments and accounted for accordingly. In determining their fair value, the Company refers to independent appraisals (where available), historical transactions or comparable cash transactions.

2.18 Taxes on income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws substantially enacted as on the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation / brought forward losses are recognised to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Other deferred tax assets are recognised and carried forward to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

2.19 Cash and Cash Equivalents

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

2.20 Amalgamation in the nature of merger

The company accounts for all the amalgamations in nature of merger using the 'pooling of interest method' as prescribed in AS 14 : Accounting for Amalgamations. Assets and liabilities acquired of the transferor company have been recognised at their respective book values. The difference between the amount recorded as share capital issued (plus any additional consideration in the form of cash or other assets) and the amount of share capital of the transferor company is adjusted in reserves.

3. Share capital

in Rs million

| | As at March 31, | |
|--|-----------------|---------------|
| | 2013 | 2012 |
| Authorized | | |
| 433,250,000 (Previous Year 433,250,000) Equity Shares of Rs.4/- each | 1,733 | 1,733 |
| Issued | | |
| 64,482,517 (Previous Year 64,482,517) Equity Shares of Rs.4/- each | 257.93 | 257.93 |
| Subscribed and fully paid-up | | |
| 64,471,267 (Previous Year 64,471,267) Equity Shares of Rs.4/- each | 257.89 | 257.89 |
| | 257.89 | 257.89 |

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period*Equity shares*

| | As at March 31, 2013 | | As at March 31, 2012 | |
|------------------------------------|----------------------|---------------|----------------------|---------------|
| | Nos | INR millions | Nos | INR millions |
| At the beginning of the year | 64,471,267 | 257.89 | 64,471,267 | 257.89 |
| Outstanding at the end of the year | 64,471,267 | 257.89 | 64,471,267 | 257.89 |

The Company has issued 1,915,460 Equity shares (March 31, 2012: 1,915,460) of Rs. 4/- each were allotted to employees of the Company on exercise of the vested stock options under Employee Stock Option Plan - ESOP 2004 of the Company. Further, 1,753,175 Equity shares (March 31, 2012: 1,753,175) of Rs. 4/- each allotted to the eligible employees of the Company under ESOP 2009 during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee services.

(b) Details of shareholders holding more than 5% shares in the Company

| Name of the shareholder | As at March 31, 2013 | | As at March 31, 2012 | |
|---|----------------------|-----------|----------------------|-----------|
| | No. millions | % holding | No. millions | % holding |
| <i>Equity shares of INR 4/- each fully paid</i> | | | | |
| RRPR Holding Private Limited | 18,813,928 | 29.18 | 18,813,928 | 29.18 |
| Mrs. Radhika Roy | 10,524,249 | 16.32 | 10,524,249 | 16.32 |
| Dr. Prannoy Roy | 10,276,991 | 15.94 | 10,276,991 | 15.94 |
| Oswal Greentech Limited | 9,136,894 | 14.17 | 9,136,894 | 14.17 |

(c) Rights & Restrictions attached to Equity shares

The Company has one class of equity shares having a par value of Rs. 4 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, except in case of interim dividend. 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.

(d) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the company, please refer note 29.

4. Reserves and surplus

in Rs million

| | As at March 31, | |
|-----------------------------------|-----------------|-----------------|
| | 2013 | 2012 |
| Securities premium account | | |
| Opening balance | 2,745.95 | 2,731.55 |
| Additions during the year | 7.73 | 14.40 |
| Closing Balance | 2,753.68 | 2,745.95 |

| | As at March 31, | |
|---|-------------------|-------------------|
| | 2013 | 2012 |
| Employee share purchase outstanding | | |
| Gross employee stock purchase compensation for ESPS issued in earlier years | 137.01 | 137.01 |
| Less: transferred to securities premium on exercise of stock purchase | (136.13) | (136.13) |
| Closing Balance | 0.88 | 0.88 |
| General reserve | | |
| Balance as per the last financial statements | 52.70 | 52.70 |
| Closing Balance | 52.70 | 52.70 |
| Capital Reserve | | |
| Opening balance | 133.95 | 133.95 |
| Additions during the year | - | - |
| Closing Balance | 133.95 | 133.95 |
| Currency translation reserve | 2.57 | 1.44 |
| Surplus/ (deficit) in the statement of profit and loss | | |
| Balance as per last financial statements | (1,264.93) | (494.20) |
| Adjustment against appropriation of minority | - | 102.99 |
| Profit/(Loss) for the year | 19.11 | (873.72) |
| Net surplus/(deficit) in the statement of profit and loss | (1,245.82) | (1,264.93) |
| Total reserves and surplus | 1,697.96 | 1,669.99 |

ⁱ On exercise of employee stock options 2004 and allotment of ESPS 2009 (note 29)

5. Long-term borrowings

in Rs million

| | As at March 31, | | | |
|--|---------------------|--------------|--------------------|--------------|
| | Non-current portion | | Current maturities | |
| | 2013 | 2012 | 2013 | 2012 |
| Term loans | | | | |
| Indian rupee loan from banks (secured) ^{i & ii} | - | 75.80 | 20.47 | 23.34 |
| Other loans and advances | | | | |
| Finance lease obligation (secured) | - | 0.07 | - | - |
| | - | 75.87 | 20.47 | 23.34 |
| The above amount includes | | | | |
| Secured borrowings | - | 75.87 | 20.47 | 23.34 |
| Unsecured borrowings | - | - | - | - |
| Amount disclosed under the head "other current liabilities" (refer note 9) | - | - | (20.47) | (23.34) |
| | - | 75.87 | - | - |

Total term loans from banks (current and non-current portions) as at March 31, 2013 are Rs 20.47 million (previous year Rs 99.14 million). The nature of security and terms of repayment are as shown below:

| Nature of Security | Terms of Repayment |
|--|---|
| ⁱ . Term loans from bank amounting to Nil (previous year Rs. 55.33 million) are secured by a charge created on certain premises owned by the company at Noida and a collateral charge on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipment's and all other fixed assets of the Company [both present & future and hypothecation of receivables / book debts]. | 96 monthly installments commencing from 13th month from the date of release (21.01.2008). This term loan has been repaid ahead of the repayment schedule during the current financial year. |
| ⁱⁱ . Term loans from bank amounting to Rs 20.47 million (previous year Rs 43.81 million) are secured by the hypothecation of specific plant and machinery acquired the aforesaid loan and a charge on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of fixed assets of the Company, both of receivables / book debts. | 72 monthly installments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (15.02.2007) |

6. Provisions

in Rs million

| | As at March 31, | | | |
|---|-----------------|---------------|-------------|--------------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Provision for employee benefits | | | | |
| Provision for gratuity | 91.71 | 58.25 | 0.73 | 10.22 |
| Provision for leave encashment | – | 0.31 | | 0.19 |
| | 91.71 | 58.56 | 0.73 | 10.41 |
| Others | | | | |
| Provision for contingencies | – | 102.32 | – | – |
| Amount disclosed under the head “short term provisions” | | | (0.73) | (10.41) |
| | – | 102.32 | (0.73) | (10.41) |
| Total | 91.71 | 160.88 | – | – |

7. Short-term borrowings

in Rs million

| | As at March 31, | |
|--|-----------------|-----------------|
| | 2013 | 2012 |
| Secured: | | |
| Working capital loans from banks repayable on demand from banks (refer notes ^{i, ii & iii} below) | 1,220.11 | 844.35 |
| Short term corporate loan from banks (refer note ^{iv} below) | 500.00 | 500.00 |
| Loan against banks term deposit receipts (refer note ^v below) | 500.00 | 630.00 |
| | 2,220.11 | 1,974.35 |
| Unsecured: | | |
| Loans | | |
| From other parties | – | 82.90 |
| Total | 2,220.11 | 2,057.25 |
| The above amount includes | | |
| Secured borrowings | 2,220.11 | 1,974.35 |
| Unsecured borrowings | – | 82.90 |

- i. Rs 1220.11 million (Previous year Rs. 579.19 million) is secured by a charge created on book-debts of the Company. The loan is further secured by a collateral securities given on the office premises at W-17, GK-I, 2nd floor, New Delhi, a property at Noida, hypothecation of plant and machinery, equipment's and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.
- ii. Rs. Nil (Previous year Rs 265.16 million) to be secured against the mortgage of property at 207 Okhla Industrial Area, Phase III, New Delhi.
- iii. Rs. 200 million (Previous year Rs Nil) is secured against the lien of fixed deposits.
- iv. Rs 500 million (Previous year Rs. 500 million) is secured by a charge created on book-debts ,and a collateral charge given on office premises at W-17, GK-I, 2nd floor, a property at Noida, hypothecation of plant and machinery, equipment's and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.
- v. Rs. 500 million (Previous year Rs 630 million) is secured against fixed deposit amounting to Rs. 500 million (Previous year Rs 674.82 million)

8. Trade Payables

in Rs million

| | As at March 31, | |
|----------------|-----------------|---------------|
| | 2013 | 2012 |
| Trade payables | 664.93 | 805.00 |
| | 664.93 | 805.00 |

9. Other current liabilities

in Rs million

| | As at March 31, | |
|---|------------------------|---------------|
| | 2013 | 2012 |
| Advances from customers | 55.55 | 159.49 |
| Advance towards sale of investment | – | 75.00 |
| Income received in advance | 44.55 | 36.47 |
| Interest accrued and due on borrowings | 0.16 | 18.58 |
| Unpaid dividend | 0.34 | 0.41 |
| Book overdraft | 7.34 | 17.67 |
| Employee benefits payable | 63.26 | 41.88 |
| Statutory dues payable | 68.96 | 61.52 |
| Current maturities of long-term borrowings (refer note 5) | 20.47 | 23.34 |
| Others | 30.06 | 31.11 |
| | 290.69 | 465.47 |

10. Short-term provisions

in Rs million

| | As at March 31, | |
|--|------------------------|--------------|
| | 2013 | 2012 |
| Provision for employee benefits | | |
| Provision for gratuity | 0.73 | 10.22 |
| Provision for leave encashment | – | 0.19 |
| | 0.73 | 10.41 |

11. Tangible assets

in Rs million

| Particulars | Land | Lease- hold Land | Building | Plant & Machinery (Main) | Plant & Machinery (Other) | Computers | Office Equipment | Furniture & Fixtures | Vehicles | Total |
|--|--------------|------------------------|---------------|--------------------------------|---------------------------------|---------------|---------------------|----------------------------|---------------|----------------|
| Cost or valuation | | | | | | | | | | |
| As at April 01, 2012 | 58.43 | 495.00 | 111.83 | 1619.48 | 93.14 | 351.74 | 86.25 | 340.69 | 209.09 | 3365.65 |
| Additions during the year | – | 16.07 | 9.90 | 38.78 | 8.99 | 86.51 | 11.70 | 42.94 | 2.50 | 217.38 |
| Disposals/adjustments during the year | 14.99 | 233.03 | 41.43 | 102.61 | 15.74 | 19.19 | 16.88 | 103.15 | 36.33 | 583.35 |
| As at March 31, 2013 | 43.44 | 278.04 | 80.30 | 1555.65 | 86.39 | 419.06 | 81.07 | 280.48 | 175.26 | 2999.69 |
| Depreciation | | | | | | | | | | |
| Upto March 31, 2012 | – | 16.88 | 10.05 | 945.46 | 58.86 | 241.87 | 60.53 | 225.56 | 104.06 | 1663.27 |
| Charge for the year | – | 7.18 | 1.93 | 122.20 | 7.34 | 42.57 | 11.44 | 33.16 | 26.12 | 251.94 |
| Disposals/adjustments during the year | – | – | 2.82 | 45.34 | 9.08 | 15.50 | 14.73 | 64.99 | 32.31 | 184.77 |
| Upto March 31, 2013 | – | 24.06 | 9.16 | 1022.32 | 57.12 | 268.94 | 57.24 | 193.73 | 97.87 | 1730.44 |
| Net Block | | | | | | | | | | |
| As at March 31, 2012 | 58.43 | 478.12 | 101.78 | 674.02 | 34.28 | 109.87 | 25.72 | 115.13 | 105.03 | 1702.38 |
| As at March 31, 2013 | 43.44 | 253.98 | 71.14 | 533.33 | 29.27 | 150.12 | 23.83 | 86.75 | 77.39 | 1269.25 |

12. Intangible Assets

in Rs. million

| Particulars | Computer Software | Website | Technical Knowhow | Goodwill* | Total |
|---------------------------------------|-------------------|--------------|-------------------|---------------|---------------|
| Gross block | | | | | |
| As at April 01, 2012 | 115.71 | 30.78 | 1.50 | 658.52 | 806.51 |
| Additions during the year | 14.73 | 1.57 | – | 1.81 | 18.11 |
| Disposals/Adjustments during the year | 6.45 | 0.62 | – | – | 7.07 |
| As at Mar 31, 2013 | 123.99 | 31.73 | 1.50 | 660.33 | 817.55 |
| Amortization | | | | | |
| Upto March 31, 2012 | 62.53 | 22.89 | 1.50 | 580.87 | 667.79 |
| Charge for the year | 16.98 | 7.03 | – | – | 24.01 |
| Disposals/Adjustments during the year | 5.12 | 0.62 | – | – | 5.74 |
| Upto March 31, 2013 | 74.39 | 29.30 | 1.50 | 580.87 | 686.06 |
| Net block | | | | | |
| As at March 31, 2012 | 53.18 | 7.89 | – | 77.65 | 138.72 |
| As at March 31, 2013 | 49.60 | 2.43 | – | 79.46 | 131.49 |

Notes:

* Refer note 41

13. Non-current investments

in Rs million

| | As at March 31, | |
|---|-----------------|--------------|
| | 2013 | 2012 |
| Trade investments (valued at cost unless stated otherwise) | | |
| Unquoted | | |
| Investment in Associate | | |
| Astro Awani Network Sdn Bhd | | |
| – 3,424,500 (Previous Year 212,500) | 27.36 | 10.62 |
| – Equity Shares of RM 1/- each Fully Paid Up (Previous year USD 1/- each Fully Paid Up) (Goodwill on acquisition Rs. 80,877,697) | | |
| Add: Share of Profit/(Loss) for the year | 1.23 | 16.74 |
| | <u>28.59</u> | <u>27.36</u> |
| Quoted | | |
| Investment in others | | |
| Jai Prakash Power Ventures Ltd | 137.31 | 137.31 |
| – 2,692,419 (Previous Year 2,692,419) Equity Shares of Rs -10/- each Fully Paid Up (net of provision other than for temporary diminution aggregating to Rs 72.70 million (previous year 72.70 million) | | |
| Non-Trade investments (valued at cost unless stated otherwise) | | |
| Mutual Funds (Quoted) | | |
| SBI Mutual Fund | 2.00 | 2.00 |
| (70,950.75 units (previous year 70,950.75 units) of SBI Magnum Balance Fund- Growth) | | |
| Others (unquoted) | | |
| EMAAR MGF Land Limited | 18.84 | 18.84 |
| – 362,318 (previous year 362,318) Equity Shares (net of provision other than for temporary diminution aggregating to Rs 106.44 million (previous year Rs106.44 million) | | |

in Rs million

| | As at March 31, | |
|---|-----------------|---------------|
| | 2013 | 2012 |
| Turner General Entertainment Networks India Private Limited (Formerly NDTV Imagine Limited) | | |
| – Nil (previous year 737,562) Equity Shares of Rs.10/- each Fully Paid Up (net of provision other than for temporary diminution aggregating to Nil (previous year Rs 446.37 million) | – | – |
| Media Networks Limited | | |
| – Nil (previous year 10,000) Equity Shares of HKD 10/- each Fully Paid Up | – | 0.64 |
| Delhi Stock Exchange | | |
| – 299,300 (Previous year 299,300) Equity Shares of Rs.1/- each Fully Paid Up (net of provision other than for temporary diminution aggregating to Rs 20.95 million (previous year Rs 20.95 million) | – | – |
| | 186.74 | 186.15 |
| Aggregate amount of quoted investments | 139.31 | 139.31 |
| Market value of quoted investments | 74.14 | 113.06 |
| Aggregate amount of unquoted investments | 247.51 | 693.29 |
| Aggregate provision other than for temporary diminution in the value of investment | 200.09 | 646.46 |

14. Deferred tax asset (net)

in Rs million

| | As at March 31, | |
|---|-----------------|----------------|
| | 2013 | 2012 |
| Deferred tax liability | | |
| Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting | (94.92) | (91.85) |
| | (94.92) | (91.85) |
| Deferred tax asset | | |
| Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis | 17.53 | 16.47 |
| Accumulated Losses | 167.32 | 167.32 |
| Provision for doubtful debts and advances | 23.15 | 20.45 |
| | 208.00 | 204.24 |
| Others | – | – |
| Gross deferred tax asset | 208.00 | 204.24 |
| Net deferred tax asset | 113.08 | 112.39 |

15. Loans and advances

in Rs million

| | As at March 31, | | | |
|---|-----------------|--------------|--------------|--------------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Capital advances | | | | |
| Secured, considered good | | | | |
| Unsecured, considered good | 30.78 | 117.13 | 0.00 | – |
| Security deposit | | | | |
| Unsecured, considered good | 70.08 | 44.80 | 38.69 | 52.12 |
| Doubtful | – | 23.93 | 34.53 | 10.67 |
| | 70.08 | 68.73 | 73.22 | 62.79 |
| Provision for doubtful security deposit | – | (23.93) | (34.53) | (10.67) |
| | 70.08 | 44.80 | 38.69 | 52.12 |

in Rs million

| | As at March 31, | | | |
|--|-----------------|---------------|---------------|---------------|
| | Long-term | | Short-term | |
| | 2013 | 2012 | 2013 | 2012 |
| Advances recoverable in cash or kind | | | | |
| Unsecured considered good | – | 0.69 | 106.63 | 16.71 |
| Doubtful | | | 91.63 | 113.38 |
| | – | 0.69 | 198.26 | 130.09 |
| Provision for doubtful advances | – | – | (91.63) | (113.38) |
| | – | 0.69 | 106.63 | 16.71 |
| Other loans and advances | | | | |
| Advance income-tax (net of provision for taxation) | 144.15 | 46.31 | 354.68 | 269.54 |
| Prepaid expenses | 6.42 | | 72.97 | 121.36 |
| Advances and imprest to employees | 2.02 | 2.74 | 30.26 | 26.23 |
| Loan to employees | 84.26 | 84.26 | – | – |
| Advance fringe benefit tax | 0.14 | 0.14 | 5.92 | 6.30 |
| Loan and advances to related party | – | – | – | – |
| Due from Government authorities | – | – | 37.54 | 79.25 |
| Total | 337.85 | 296.07 | 646.69 | 571.51 |

Loans and advances due by directors or other officers, etc.

in Rs million

| | As at March 31, | | | |
|-----------------------------------|-----------------|------|---------|------|
| | Non-current | | Current | |
| | 2013 | 2012 | 2013 | 2012 |
| Loans to employees include | | | | |
| Dues from officers | – | – | – | 0.19 |

16. Inventories

in Rs million

| | As at March 31, | |
|---|-----------------|---------------|
| | 2013 | 2012 |
| Stores & Spares | 1.40 | 0.45 |
| Video Tapes | 0.82 | 1.88 |
| Programmes under production and finished programmes | 161.58 | 170.76 |
| | 163.80 | 173.09 |

17. Trade receivables and other assets**17.1. Trade receivables**

in Rs million

| | As at March 31, | | | |
|---|-----------------|------|-----------------|-----------------|
| | Non-current | | Current | |
| | 2013 | 2012 | 2013 | 2012 |
| Unsecured, considered good unless stated otherwise | | | | |
| Outstanding for a period exceeding six months from the date they are due for payment | | | | |
| unsecured, considered good | – | – | 226.58 | 119.14 |
| Doubtful | – | – | 154.26 | 189.26 |
| | – | – | 380.84 | 308.40 |
| Provision for doubtful receivables | – | – | (154.26) | (189.26) |
| | – | – | 226.58 | 119.14 |
| Other receivables | | | | |
| unsecured, considered good | – | – | 1,632.78 | 1,438.18 |
| | – | – | 1,859.36 | 1,557.32 |

17.2. Other assets

in Rs million

| | As at March 31, | | | |
|---|-----------------|-------------|--------------|--------------|
| | Non-current | | Current | |
| | 2013 | 2012 | 2013 | 2012 |
| Unsecured, considered good unless stated otherwise | | | | |
| Non-current bank balances (note 18) | 216.15 | 9.71 | – | – |
| Others | | | | |
| Interest accrued on fixed deposits | 5.18 | – | 14.14 | 33.39 |
| | 221.33 | 9.71 | 14.14 | 33.39 |

18. Cash and bank balances

in Rs million

| | As at March 31, | | | |
|--|---------------------|---------------|--------------------|-----------------|
| | Non-current portion | | Current maturities | |
| | 2013 | 2012 | 2013 | 2012 |
| Cash and cash equivalents | | | | |
| Cash in hand | – | – | 2.35 | 3.99 |
| Cheque In Hand | – | – | 0.60 | – |
| Balances with banks | | | | |
| Current accounts | – | – | 62.82 | 173.79 |
| EEFC account | – | – | – | 8.37 |
| Unclaimed dividend | – | – | 0.34 | 0.41 |
| Deposits with original maturity of less than three months | – | – | 109.27 | 286.16 |
| | – | – | 175.38 | 472.72 |
| Other bank balances | | | | |
| Deposits with original maturity for more than 12 months | 210.10 | 3.71 | 0.03 | – |
| Deposits with original maturity for more than 3 months but less than 12 months | – | – | 1,125.55 | 1,330.87 |
| Margin money deposit (note 7) | 6.05 | 6.00 | 700.00 | 674.70 |
| Amount disclosed under non-current assets (note 17.2) | (216.15) | (9.71) | – | – |
| | – | – | 2,000.96 | 2,478.29 |

19. Revenue from operations

in Rs million

| | Year ended March 31, | |
|---|----------------------|-----------------|
| | 2013 | 2012 |
| Revenue from operations | | |
| Advertisement revenue | 3,000.98 | 3,132.63 |
| Subscription revenue | 711.34 | 697.56 |
| Other news delivery avenues | 390.34 | 275.65 |
| Events | 607.25 | 282.65 |
| Other business income | 332.80 | 297.05 |
| Shared services | 9.17 | 28.69 |
| Business Income - programme production | – | – |
| Sale of television software | 14.55 | 25.34 |
| Other operating revenue | | |
| Provision for doubtful debts written back | 6.98 | 25.32 |
| Provision For doubtful advances written back | 0.06 | 7.03 |
| Provision for impairment in value of an investment written back | – | – |
| Liabilities no longer required written back | 194.70 | 61.74 |
| Rental income | – | – |
| | 5,268.17 | 4,833.66 |

20. Other income

in Rs million

| | Year ended March 31, | |
|--------------------------------------|----------------------|---------------|
| | 2013 | 2012 |
| Interest income on | | |
| Bank deposits | 187.97 | 213.78 |
| Interest earned on income tax refund | 11.82 | 3.59 |
| Foreign exchange fluctuations (net) | 27.22 | 2.10 |
| Profit on sale of fixed assets | 6.96 | 0.54 |
| Miscellaneous income | 11.99 | 8.93 |
| | 245.96 | 228.94 |

21. Production Expenses

in Rs million

| | Year ended March 31, | |
|--------------------------------------|----------------------|-----------------|
| | 2013 | 2012 |
| Consultancy & professional fee | 264.72 | 220.61 |
| Hire charges | 42.94 | 25.63 |
| Graphic, music & editing | 33.53 | 28.10 |
| Video cassettes | 7.09 | 7.28 |
| Subscription, footage & news service | 82.11 | 80.62 |
| Software expenses | 3.04 | 13.22 |
| Transmission & uplinking | 151.45 | 110.74 |
| Sets construction | 23.21 | 10.89 |
| Panelist fees | 17.67 | 11.34 |
| Hosting & streaming services | 83.09 | 56.98 |
| Travelling | 76.98 | 130.88 |
| Stores & spares | 2.64 | 6.60 |
| Amortization of programme | 177.48 | 198.63 |
| Trade Mark/Licence Fee | 0.22 | – |
| Other production | 186.90 | 122.17 |
| | 1,153.07 | 1,023.69 |

22. Employee benefits expense (notes 28 & 29)

in Rs million

| | Year ended March 31, | |
|---|----------------------|-----------------|
| | 2013 | 2012 |
| Salaries, wages & other benefits | 1,411.16 | 1,360.49 |
| Contribution to provident and other funds | 76.42 | 73.01 |
| Staff welfare | 26.45 | 24.47 |
| Incentive | 52.36 | 24.70 |
| Employee stock compensation expense | 7.73 | 14.41 |
| | 1,574.12 | 1,497.08 |

23. Operations & Administration Expenses

in Rs million

| | Year ended March 31, | |
|--|----------------------|-----------------|
| | 2013 | 2012 |
| Rent | 232.19 | 201.25 |
| Rates and taxes | 6.13 | 4.47 |
| Electricity and water | 72.38 | 53.53 |
| Printing and stationery | 5.80 | 6.56 |
| Postage and courier | 3.77 | 4.07 |
| Books, periodicals and news papers | 30.63 | 28.50 |
| Local conveyance, travelling & taxi hire | 153.40 | 107.49 |
| Business promotion | 25.59 | 23.08 |
| Repair and Maintenance | | |
| – Plant & machinery | 73.67 | 70.71 |
| – Building | 36.43 | 36.51 |
| Charity and donations | 1.52 | 3.93 |
| Auditors remuneration ⁱ | 7.47 | 7.88 |
| Insurance | 43.04 | 43.41 |
| Communication | 88.78 | 101.36 |
| Vehicle | 77.65 | 58.46 |
| Medical | 16.73 | 18.88 |
| Generator hire and running | 7.84 | 6.93 |
| Personnel security | 18.99 | 12.45 |
| Staff training | 0.29 | 0.20 |
| Provision for doubtful debts | 17.01 | 55.27 |
| Provision for doubtful advances | 5.80 | 24.91 |
| Bad debt & doubtful advances written off | 10.97 | 86.83 |
| Less: Adjusted with provision | – | (65.22) |
| Legal, professional & consultancy | 169.94 | 121.77 |
| Fixed Asset written off | 2.50 | 27.41 |
| Provision for diminution of Investment | – | 66.88 |
| Subscription expenses | 22.59 | 30.68 |
| Brokerage & commission | 0.39 | 0.81 |
| Miscellaneous | 31.11 | 13.29 |
| | 1,162.61 | 1,152.30 |

⁽ⁱ⁾ **Auditors remuneration**

in Rs million

| | Year ended March 31, | |
|-------------------------------------|----------------------|-------------|
| | 2013 | 2012 |
| As auditor: | | |
| Audit fee | 7.17 | 7.22 |
| Tax audit fee | – | 0.03 |
| In other capacity: | | |
| Other services (certification fees) | 0.15 | 0.18 |
| Reimbursement of expenses | 0.41 | 0.66 |
| | 7.73 | 8.09 |

24. Depreciation and amortization expense in Rs million

| | Year ended March 31, | |
|-----------------------------------|----------------------|---------------|
| | 2013 | 2012 |
| Depreciation of tangible assets | 251.94 | 267.22 |
| Amortization of intangible assets | 24.01 | 16.92 |
| | 275.95 | 284.14 |

25. Finance costs in Rs million

| | Year ended March 31, | |
|--------------------|----------------------|---------------|
| | 2013 | 2012 |
| Interest | | |
| – Term loans | 6.83 | 14.65 |
| – On leased assets | – | 1.92 |
| – Others | 209.96 | 197.91 |
| Bank charges | 2.59 | 2.41 |
| Processing fee | 9.84 | 3.26 |
| | 229.22 | 220.15 |

26. Exceptional items (net) in Rs million

| | Year ended March 31, | |
|--|----------------------|---------------|
| | 2013 | 2012 |
| Provision for doubtful debts ⁱ | (11.08) | 11.08 |
| Provision for doubtful advances written back ⁱⁱ | (24.34) | – |
| Impairment of fixed assets written back | – | (22.38) |
| Provision for diminution in value of investment ⁱ | (19.17) | 316.99 |
| Gain (net) on sale of investment ⁱⁱⁱ | (137.12) | – |
| Provision for contingencies ⁱ | (89.64) | 89.64 |
| | (281.35) | 395.33 |

ⁱ Pursuant to the settlement agreement between Turner and the Company reached during the year, the Company has recovered Rs 11.08 million towards shared services, Rs 19.17 million towards sale of investment and Rs 89.64 towards contingencies. Accordingly, the provisions made in the previous year to the extent of amount recovered, have been written back during the year.

ⁱⁱ Based on an understanding with its subsidiary, during the year the Company has reversed the provision towards a doubtful advance created in earlier years, to the extent of liability outstanding in the subsidiary of the Company against the same party from whom, the Company has a recoverable.

ⁱⁱⁱ The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited, on 20th August 2011 entered into an agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metronation Chennai Television Limited for a consideration aggregating Rs. 150.00 million, subject to certain conditions precedent which are in the process of being complied with. Further to the receipt of all regulatory and statutory approvals during the year, the Company and KSL have transferred their respective stake in MNC to Educational Trustee Co on September 28, 2012. As a result, the excess of Rs 137.7 million of sale consideration over net asset value of the subsidiary on the date on disposal has been recognised as gain in consolidated financial statements.

ⁱⁱⁱ NDTV Networks Limited, a subsidiary of the Company and its Joint Venture Partner M/S Genpact India Holdings, on December 21, 2012 entered into an agreement for the sale of 50% of its stakes in Ngen Media Services Limited for a consideration aggregating Rs. 85.00 million. The transaction for the transfer of shares was completed on March 28, 2013. As a result, the excess of Rs 0.64 million of net asset value over sale consideration of the subsidiary on the date of disposal has been recognised as a loss in the consolidated financial statements.

27. Earnings per share (EPS)

in Rs million except per share data

The following reflects the profit and share data used in the basic and diluted EPS computations:

| | As at March 31, | |
|---|------------------------|-------------|
| | 2013 | 2012 |
| Profit / (Loss) attributable to Equity Shareholders | 19.11 | (873.72) |
| Number of equity shares outstanding at the beginning of the year (Nos.) | 64,471,267 | 64,471,267 |
| Number of equity shares outstanding at year end (Nos.) | 64,471,267 | 64,471,267 |
| Weighted average number of Equity Shares outstanding during the year for Basic EPS (Nos.) | 64,471,267 | 64,471,267 |
| Weighted average number of Equity Shares outstanding during the year for Diluted EPS (Nos.) | 64,471,267 | 64,471,267 |
| Basic Earnings / (Loss) per Equity Share (Rs.) | 0.30 | (13.55) |
| Diluted Earnings / (Loss) per Equity Share (Rs.) | 0.30 | (13.55) |
| Nominal Value per share (Rs) | 4.00 | 4.00 |

28. Gratuity and other post-employment benefit plans

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

(1) Gratuity

in Rs million

| Particulars | For the Year ended March 31, | | | | |
|---|-------------------------------------|-------------|-------------|-------------|-------------|
| | 2013 | 2012 | 2011 | 2010 | 2009 |
| Changes in the Present value of the Obligation: | | | | | |
| Obligations at year beginning | 116.24 | 113.53 | 79.93 | 89.59 | 79.49 |
| Service Cost – Current | 15.21 | 12.90 | 13.23 | 14.24 | 18.62 |
| Service Cost – Past | – | – | 28.30 | – | – |
| Interest Cost | 9.71 | 9.73 | 6.32 | 6.66 | 6.36 |
| Actuarial (gain) / loss | 5.17 | (6.96) | (8.13) | (9.80) | (3.56) |
| Benefit Paid | (10.75) | (12.16) | (4.91) | (12.88) | (6.18) |
| Less: Obligation on sale of subsidiary | – | – | – | (7.93) | – |
| Adjustment on account of Merger | – | – | (0.84) | – | – |
| Obligations at year end | 135.58 | 117.04 | 113.90 | 79.88 | 94.73 |
| Change in plan assets: | | | | | |
| Plan assets at year beginning, at fair value | 49.22 | 54.91 | 55.10 | 51.96 | 51.89 |
| Expected return on plan assets | 4.55 | 5.05 | 4.82 | 4.83 | 4.79 |
| Actuarial gain / (loss) | (0.59) | (0.08) | (0.40) | – | 0.01 |
| Contributions | – | 0.16 | – | 10.86 | 3.01 |
| Benefits paid | (10.04) | (10.82) | (4.56) | (12.55) | (6.07) |
| Plan assets at year end, at fair value | 43.14 | 49.22 | 54.96 | 55.10 | 53.63 |
| Reconciliation of present value of the obligation and the fair value of the plan assets: | | | | | |
| Present value of the defined benefit obligations at the end of the year | 135.58 | 117.40 | 113.90 | 79.88 | 94.73 |
| Fair value of the plan assets at the end of the year | 43.14 | 49.22 | 54.96 | 55.10 | 53.63 |
| Liability recognised in the Balance Sheet | 92.44 | 67.82 | 58.95 | 24.79 | 41.10 |
| Defined benefit obligations cost for the year | | | | | |
| Service Cost – Current | 15.21 | 12.90 | 13.23 | 11.00 | 19.43 |
| Service Cost – Past | – | – | 28.30 | – | – |
| Interest Cost | 9.71 | 9.73 | 6.32 | 6.28 | 10.67 |
| Expected return on plan assets | (4.55) | (5.05) | (4.82) | (4.83) | (4.79) |
| Actuarial (gain) / loss | 5.77 | (6.87) | (7.73) | (8.99) | (3.58) |
| Net defined benefit obligations cost | 26.14 | 10.70 | 35.33 | 3.45 | 21.74 |
| Investment details of plan assets | | | | | |

100% of the plan assets of the Company are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme (One of the subsidiary 'NDTV Media Limited' was funded in earlier years through Tata AIG).

in Rs million

| Particulars | For the Year ended March 31, | | | | |
|---|------------------------------|-------|-------|-------|-------|
| | 2013 | 2012 | 2011 | 2010 | 2009 |
| The principal assumptions used in determining post-employment benefit obligations are shown below: | | | | | |
| Discount Rate | 8.35% | 8.57% | 7.99% | 7.50% | 8.00% |
| Future salary increases | 5% | 5% | 5.00% | 5.50% | 5.50% |
| Expected return on plan assets | 9.25% | 9.20% | 8.75% | 9.30% | 9.50% |
| The estimates of future salary increases, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The demographic assumptions were as per the published rates of "Life Insurance Corporation of India (1994-96) Mortality Table (ultimate), which is considered a standard table. | | | | | |

(2) Leave Encashment

| Particulars | For the Year ended March 31, | | | | |
|---|------------------------------|------|--------|--------|--|
| | 2013 | 2012 | 2011 | 2010 | |
| Changes in the Present value of the Obligation: | | | | | |
| Obligations at year beginning | – | – | 0.38 | 0.42 | |
| Service Cost – Current | – | – | 0.18 | 0.17 | |
| Interest Cost | – | – | 0.03 | 0.03 | |
| Actuarial (gain) / loss | – | – | (0.08) | (0.21) | |
| Benefit Paid | – | – | (0.08) | (0.02) | |
| Obligations at year end | – | – | 0.43 | 0.38 | |
| Change in plan assets: | | | | | |
| Plan assets at year beginning, at fair value | – | – | – | – | |
| Expected return on plan assets | – | – | – | – | |
| Actuarial gain / (loss) | – | – | – | – | |
| Contributions | – | – | – | – | |
| Benefits paid | – | – | – | – | |
| Plan assets at year end, at fair value | – | – | – | – | |
| Reconciliation of present value of the obligation and the fair value of the plan assets: | | | | | |
| Present value of the defined benefit obligations at the end of the year | – | – | 0.43 | 0.38 | |
| Fair value of the plan assets at the end of the year | – | – | – | – | |
| Liability recognised in the Balance Sheet | – | – | 0.43 | 0.38 | |
| Defined benefit obligations cost for the year | | | | | |
| Service Cost – Current | – | – | 0.18 | 0.17 | |
| Interest Cost | – | – | 0.03 | 0.03 | |
| Expected return on plan assets | – | – | – | – | |
| Actuarial (gain) / loss | – | – | (0.08) | (0.21) | |
| Net defined benefit obligations cost | – | – | 0.13 | (0.01) | |
| Investment details of plan assets | – | – | – | – | |
| The principal assumptions used in determining post-employment benefit obligations are shown below: | | | | | |
| Discount Rate | – | – | 8.00% | 7.50% | |
| Future salary increases | – | – | 8.00% | 8.00% | |
| Expected return on plan assets | – | – | – | – | |
| 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 factors in the employment market. The demographic assumptions were as per the published rates of "Life Insurance Corporation of India (1994-96) Mortality Table (ultimate), which is considered a standard table. | | | | | |

29. Employee stock based compensation plans**(a) Employee Stock Purchase Scheme 2009 (ESPS- 2009)**

In view of the then proposed restructuring of the Company and its subsidiaries, to compensate the employees who had opted for the surrender of their stock vested/unvested/unexercised options, granted to them under ESOP 2004 scheme, the Company instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for the aforesaid employees of the Company and its subsidiaries by granting shares thereunder. The Scheme was formulated in accordance with the SEBI (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and approved by the shareholders on March 10, 2009. It provides for the issue of 2,146,540 equity shares to the eligible employees of the Company by the Employee Stock Purchase Scheme(ESPS) Committee at an exercise price of Rs. 4/- each.

Accordingly, the Company has allotted 1,753,175 shares (FY10: 1,741,435, FY11: 1740) out of 1,764,425 shares issued on March 31, 2009 to the eligible employees. The liability outstanding in respect of employee share purchase outstanding as at March 31, 2013 is Rs. 0.873 million (Previous year Rs. 0.873 million) towards 11,250 (Previous year 11,250) shares to be allotted under ESPS-2009.

(b) NDTV Lifestyle - Employee Stock Option

The Board of Directors of NDTV Lifestyle on May 9, 2008 have allotted 483,487 equity shares, fully paid up to the Trustees of NDTV Group Employees Trust which would hold such shares on behalf of employees of NDTV Lifestyle and employees of the Company (ultimate parent) hereinafter referred to as beneficiaries as notified from time to time. The Trust deed provides that if beneficiary employees cease to be an employee before the expiry of the period specified (vesting period), the employee will stand divested of all or part entitled shares on staggered basis.

Till Previous Year, NDTV Lifestyle has identified beneficiaries in respect of entire 483,487 equity shares issued to the Trustees of NDTV Group Employees Trust. Out of the same, 241,744 shares were transferred in the name of beneficiaries by Trustees of NDTV Group Employees Trust. NDTV Lifestyle is recognizing the excess of the fair value based on independent valuation over the issue price as employee stock compensation expense over the vesting period. Accordingly, an amount of Rs 7.73 millions (Previous year Rs 8.62 millions) has been charged to the Statement of Profit & Loss during the year.

(c) NDTV Convergence - Employee Stock Option

The Board of Directors of NDTV Convergence on May 9, 2008 allotted 267 equity shares and 5,067 equity shares to the consultants and Trustees of NDTV Group Employees Trust respectively, collectively amounting to 8% of post issue paid Up Equity Capital of NDTV Convergence. NDTV Group Employees Trust would hold such shares on behalf of employees of NDTV Convergence and employees of the Company (ultimate parent) hereinafter referred to as beneficiaries. The Trust Deed provides that if beneficiary employees cease to be an employee before the expiry of the period specified (vesting period), the employee will stand divested of all or part entitled shares on staggered basis.

NDTV Convergence has identified beneficiaries in respect of 2,267 (Net of forfeiture of 734) equity shares issued to the Trustee of the NDTV Group Employees Trust till March 31, 2013. NDTV Convergence is recognising the excess of the fair value based on independent valuation over the issue price over the vesting period.

(d) NDTV Worldwide - Employee Stock Option

The Board of Directors of NDTV Worldwide Limited on August 30, 2011, allotted 9,566 equity shares to the Trustees of NDTV Group Employees Trust, amounting to 8% of post issue paid Up Equity Capital of NDTV Worldwide Limited. The aforesaid shares with a face value of Rs.10 per share have been fully paid during the year ended on March 31, 2012. NDTV Group Employees Trust hold such shares on behalf of employees of NDTV Worldwide Limited hereinafter referred to as beneficiaries. The Trust Deed provides that if beneficiary employees cease to be an employee before the expiry of the period specified (vesting period), the employee will stand divested of all or part entitled shares on staggered basis.

NDTV Worldwide has identified beneficiaries in respect of 9,566 equity shares issued to the Trustee of the NDTV Group Employees Trust till March 31, 2012. NDTV Worldwide is recognising the excess of the fair value based on independent valuation over the issue price over the vesting period. Accordingly, an amount of Rs Nil million (Previous year Rs 5.18 million) has been charged to the Statement Profit & Loss account during the year.

30. Leases**Operating lease: company as lessee**

The Company has taken various residential/commercial premises/Vehicles under cancellable operating leases. The rental expense for the current year, in respect of operating leases was Rs. 224.73 million (Previous Year Rs 192.18 million). The Company has also taken residential/commercial premises on lease which are non-cancellable period. The future minimum lease payments in respect of such leases are as follows:

in Rs million

| | As at March 31, | |
|---|-----------------|--------------|
| | 2013 | 2012 |
| Within one year | 38.39 | 7.55 |
| After one year and not more than five years | 38.00 | 8.33 |
| Payable after five years | – | – |
| Total minimum lease payments | 76.39 | 15.88 |

31. Interest in a joint venture

The Company's interests, as a venture, in jointly controlled entities as at March 31, 2013 are:

| Name of the Company | Country of Incorporation | % Voting power held As at March 31, 2013 | % Voting power held As at March 31, 2012 |
|-------------------------------------|--------------------------|--|--|
| NGEN Media Services Private Limited | India | 0% | 50% |

The following amounts represent the Groups share of the assets and liabilities and revenue and expenses of the joint venture and are included in the consolidated balance sheet and consolidated profit & loss account:

in Rs million

| | As at March 31, | |
|--------------------------|-----------------|---------------|
| | 2013 | 2012 |
| Current assets | – | 21.32 |
| Non-current assets | – | 3.45 |
| Current liabilities | – | (10.02) |
| Non-current liabilities | – | (4.13) |
| Equity | – | 10.62 |
| Revenue | 64.95 | 29.57 |
| Depreciation | (0.87) | (0.84) |
| Employee benefit expense | (49.48) | (25.32) |
| Other expense | (17.37) | (11.37) |
| Exceptional Items | | |
| Profit before tax | (2.77) | (7.96) |
| Income-tax expense | – | – |
| Profit after tax | (2.77) | (7.96) |

¹ During the year the joint venture has been discontinued from March 28, 2013. The above figures have been included as part of the disclosure based on the information provided by the management.

32. Segment reporting

The Company operates in the single primary segment of television media and accordingly, there is no separate reportable segment.

33. Related party disclosures

- a) New Delhi Television Limited "the Company" was incorporated under the laws of India on September 8, 1988. The following companies are considered in the consolidated financial statements:

| Name of the Company | Country of Incorporation | Date of becoming a part of group | Shareholding as on March 31, 2013 | Shareholding as on March 31, 2012 |
|---|--------------------------|----------------------------------|--|---|
| | | | (Directly or Indirectly) | (Directly or Indirectly) |
| SUBSIDIARIES | | | | |
| NDTV Media Limited ("NDTVM") | India | 13-Nov-02 | 74% | 74% |
| NDTV One Holdings Limited | Mauritius | 24-Apr-08 | Merged with New Delhi Television Limited wef November 2, 2012 | 100% |
| NDTV Two Holdings Limited | Mauritius | 24-Apr-08 | | Dissolved wef May 3, 2011 |
| NDTV Three Holdings Limited | Mauritius | 7-May-08 | | Dissolved wef May 3, 2011 |
| NDTV (Mauritius) Media Limited | Mauritius | 29-Aug-08 | | Company cease to exist wef Sep 30, 2011 |
| NDTV Networks Plc ("NNPLC") | United Kingdom | 30-Nov-06 | | Dissolved wef October 20, 2011 |
| NDTV Networks Limited ("NNL") | India | 5-Jul-10 | 85% | 85% |
| NDTV Labs Limited ("NDTV Labs") | India | 26-Dec-06 | 99.97% held by NNL | 99.97% held by NNL |
| NDTV Convergence Limited ("NDTV Convergence") | India | 26-Dec-06 | 75% held by NNL, 17% held by Company | 75% held by NNL, 17% held by Company |
| NDTV Lifestyle Holdings Limited ("NLHL") | India | 9-Jul-10 | 51% held by NNL | 51% held by NNL |
| NDTV Lifestyle Limited ("NDTV Lifestyle") | India | 26-Dec-06 | 92.66% held by NLHPL | 92.66% held by NLHPL |
| Metronation Chennai Television Limited | India | 10-Mar-08 | 51% stake held by the Company in MNC had been transferred to "Educational Trustee Company Private Limited" on September 28, 2012 | 51% held by the Company |
| NDTV Emerging Markets BV | Netherlands | 19-Feb-07 | Liquidated wef September 13, 2012 | 100% held by NDTV one holding Limited |
| NDTV (Mauritius) Multimedia Limited (Associate Company till April 30, 2010) | Mauritius | 29-Aug-08 | 100% held by the Company, Post-Merger of NDTV one holding limited with New Delhi Television Limited | 100% held by NDTV one holding limited |
| NDTV Worldwide Mauritius Limited (Associate Company till April 30, 2010) | Mauritius | 28-Nov-08 | Amalgamated with NDTV (Mauritius) Multimedia Limited wef March 29, 2013 | 100% held by NDTV (Mauritius) Multimedia Limited |
| NDTV Worldwide Limited (Associate Company till April 30, 2010) | India | 28-Jul-09 | 92% held by the Company | 92% held by the Company |
| Delta Softpro Private Limited | India | 24-Feb-12 | 100% held by the Company | 100% held by the Company |
| NDTV Ethnic Retail Private Limited | India | 26-Mar-13 | 37.55% held by NDTV Worldwide Limited, 33.20% held by NDTV Convergence Limited | |
| JOINT VENTURE | | | | |
| NGEN Media Services Private Limited ("NGEN Media") | India | 29-Aug-06 | 50% held by NDTV Networks Limited in NGEN Media had been transferred to "Genpact India Holdings" on March 28, 2013 | 50% held by NNL |
| ASSOCIATES | | | | |
| Astro Awani Network Sdn Bhd | Mauritius | 4-Jul-06 | 10% held by Company, 10% held by NDTV Networks Limited | 10% held by NDTV Networks Limited, 10% held by NDTV One Holdings Limited, Mauritius |

- b) Names of related parties, where control exists or with whom transactions were carried out during each year and description of relationship as identified and certified by the Group as per the requirements of Accounting Standard-18 issued by the Institute of Chartered Accountants of India:

Related parties where control exists

RRPR Holding Private Limited

Mrs. Radhika Roy

Dr. Prannoy Roy

Key Management Personnel ("KMP") and their relatives

| | |
|-------------------------------|---|
| Dr. Prannoy Roy | Executive Co-Chairperson |
| Radhika Roy | Executive Co-Chairperson |
| K.V.L Narayan Rao | Executive Vice Chairperson |
| Vikramaditya Chandra | Group CEO & Executive Director |
| Smeeta Chakrabarti | CEO & Director of NDTV Lifestyle Limited |
| Shyatto Raha | CEO & Director of NDTV Worldwide Limited |
| Ajay Mankotia | Director of Delta Softpro Pvt Limited |
| Anoop Singh Juneja | Director of Delta Softpro Pvt Limited |
| K Basker | Director of Delta Softpro Pvt Limited |
| Projit Chakrabarti | Spouse of CEO of NDTV Lifestyle Limited |
| Divya Laroyia | Spouse of CEO of NDTV Worldwide Limited |
| Pan Invest BV (Trust Company) | Directors of Trust company are directors of NDTV Emerging Markets (Till September 13, 2012) |
| Seema Chandra | Spouse of Group CEO of NDTV Group |

Disclosure of Related Party Transactions:

in Rs million

| Nature of relationship / transaction | For the year ended March 31, 2013 | | | For the year ended March 31, 2012 | | |
|--|-----------------------------------|-------------|---------------|-----------------------------------|-------------|---------------|
| | KMP | Relatives | Total | KMP | Relatives | Total |
| Remuneration Paid | 106.42 | 9.41 | 115.83 | 91.57 | 9.38 | 100.95 |
| K.V.L. Narayan Rao | 16.82 | – | 16.82 | 17.11 | – | 17.11 |
| Smeeta Chakrabarti ^{ii & iii} | 16.96 | – | 16.96 | 17.66 | – | 17.66 |
| Dr. Prannoy Roy ⁱ | 11.63 | – | 11.63 | 11.82 | – | 11.82 |
| Vikramaditya Chandra ^{ii & iii} | 26.44 | – | 26.44 | 24.68 | – | 24.68 |
| Shyatto Raha ^{i & ii} | 10.44 | – | 10.44 | 11.78 | – | 11.78 |
| Ajay Mankotia | 11.60 | – | 11.60 | 1.13 | – | 1.13 |
| Projit Chakrabarti | – | 4.58 | 4.58 | – | 4.28 | 4.28 |
| Divya Laroyia | – | 4.83 | 4.83 | – | 5.10 | 5.10 |
| Others | 12.53 | – | 12.53 | 7.39 | – | 7.39 |
| Services Availed of | 0.00 | 2.23 | 2.23 | 1.50 | 2.18 | 3.68 |
| Pan Invest | 0.00 | – | 0.00 | 1.50 | – | 1.50 |
| Seema Chandra | – | 2.23 | 2.23 | – | 2.18 | 2.18 |

ⁱ Includes remuneration amounting to Rs 7.58 million and Rs 9.19 million paid to directors for the year ended March 31, 2013 and March 31, 2012 respectively that exceeds the minimum remuneration payable due to inadequacy of profits, which is subject to Central Government's Approval.

ⁱⁱ Includes remuneration amounting to Rs. 3.81 million paid to directors for the year ended March 31, 2013 that exceeds the remuneration payable due to inadequacy of profit, which is subject to the shareholders' approval.

ⁱⁱⁱ Includes Directors' and employee stock compensation expense.

34. Capital and other commitments**a) Capital commitments**

Estimated amount of contracts remaining to be executed on capital account, not provided for (net of capital advances)

in Rs million

| Particulars | As at March 31, | |
|--------------|-----------------|--------------|
| | 2013 | 2012 |
| Commitments | 11.81 | 11.29 |
| Total | 11.81 | 11.29 |

b) Other commitments

The Company has given a comfort letter to Delta Softpro Pvt Limited and NDTV Networks Limited confirming that the Company shall provide financial and operational support to assist that company in meeting its liabilities as and when they fall due, to the extent of Company's proportion in the share capital of that company.

35. Contingent liabilities

- a. Bank Guarantees issued for Rs. 7.80 million (Previous Year Rs 7.00 million). These have been issued in the ordinary course of business and no liabilities are expected.
- b. Claim against Company not acknowledge as debts:
 - (i) Income Tax Matters being contested by the Company: Rs. 239.09 Million (includes Rs 148.58 million in respect of a matter which is an issue pertaining to the entire broadcasting industry).
 - (ii) Others : Rs. 82.56 million (Previous Year Rs. 82.56 million).

The amount represents the best possible estimate arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on outcome of the legal process and therefore cannot be predicted accurately. The Company has engaged reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such dispute.

- d. The Company has received legal notices of claims / lawsuits filed against it relating to infringement of copyrights, trademarks and defamation suits in relation to the programmes produced by it. In the opinion of the management supported by legal advice, no material liability is likely to arise on account of such claims/law suits.

36. Accounting for Amalgamation**Merger of NDTV One Holdings Limited with the Company**

During the previous financial year, the Scheme of Amalgamation ("Scheme") for the merger of the wholly owned subsidiary NDTV One Holdings Limited with the Company under sections 391 to 394 of the Companies Act, 1956 sanctioned by High Court of Delhi became effective from January 01, 2012 all the necessary formalities having been concluded on November 2, 2012.

The salient features of the Scheme were as follows:

- a) The entire business and the whole of the undertaking(s), property and liabilities of the Transferor Company was transferred at their respective book values to and vested in the Transferee Company as a going concern so as to become the properties and liabilities of the Transferee Company within the meaning of Section 2(1B) of the Income-tax Act, 1961.
- b) The entire share capital of the Transferor Company was directly held by the Transferee Company. Therefore, the Transferee Company has not issued any shares or paid any consideration to the Transferor Company or to its shareholders.
- c) The shares of the Transferor Company in relation to the shares held by its members have been automatically cancelled.
- d) Accounting treatment: The merger of the Transferor Company with the Transferee Company has been accounted for in accordance with the "Pooling of Interest Method", i.e. the Transferee Company has recorded all the assets and liabilities, including reserves/securities premium and profit and loss of the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the appointed date. The amount by which the aggregate of the book value of assets (other than investments in Transferor Company) of the Transferor Company vested in the Transferee Company exceeded the aggregate of book value of liabilities,

reserves after adjustment by way of cancellation of the total amount recorded as investments in the transferor company in the books of the Transferee Company, has been credited to the reserves of the Transferee Company. There is however no impact of the above merger on the consolidated financial statements.

37. Capital Reduction

During the year, the Board of Directors of the Company have approved a Scheme for reduction of Capital by way of setting off the losses accumulated upto September 30, 2012 amounting to Rs 15,573 Lakhs against the balance in Securities Premium Account as on September 30, 2012 amounting to Rs 50,770 Lakhs. The Company has commenced the process of complying with the formalities required. Pending the approvals/clearances, no effect has been given to the Scheme, which when implemented will have the effect of reducing the negative balance in the Statement of Profit and Loss to nil and the balance in the Securities Premium Account to Rs 35,197 Lakhs.

38. Merger of NDTV Mauritius Multimedia Limited and NDTV Worldwide Mauritius Limited

The Board of Directors in the meeting held on March 6, 2013, accorded its in principle approval to the merger of NDTV Mauritius Multimedia Limited and NDTV Worldwide Mauritius Limited. Accordingly NDTV Worldwide Mauritius Limited, a company incorporated in Mauritius has been merged with NDTV Mauritius Multimedia Limited with effect from March 29, 2013 as per Certificate of Amalgamation issued in Mauritius.

39. Liquidation of NDTV Emerging Markets BV

During the year, NDTV Emerging Markets BV, a step down subsidiary of the Company, ceased to exist with effect from September 13, 2012, having been placed into voluntary liquidation earlier.

40. Merger of NDTV Labs Limited with NDTV Convergence

The Board of Directors of the Company, in their meeting held on November 1, 2012, had accorded their in-principle approval to the merger of NDTV Convergence Limited and NDTV Labs Limited with a new company, a direct subsidiary of the Company, to be incorporated. The process of merger is yet to commence.

41. Acquisition of stake in NDTV Ethnic Retail Private Limited

During the year, NDTV Worldwide limited and NDTV Convergence limited has acquired 37.55% and 33.20% stake in NDTV Ethnic Retail Private Limited respectively, with effect from March 26, 2013 ("acquisition date") at a consideration of Rs. 0.42 million. The transaction has resulted in goodwill of Rs. 1.57 million in the consolidated financial statements representing the excess of purchase consideration over the Company's share in the net assets of its subsidiary and this is shown under 'Intangible Fixed Assets'.

42. Going concern

Keeping the current economic environment and other factors in mind, the Group has recast its business plans and streamlined operations. Based on these actions and its business plans, the Group is confident of its ability to continue operations for the foreseeable future and accordingly the accounts of the Group are prepared on a going concern basis.

43. Previous year figures

The company has reclassified previous year figures to conform to this year's classification.

As per our report of even date

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No - FRN 301112E

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date : May 09, 2013

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

Statement pursuant to Section 212 of the Companies Act, 1956 relating to subsidiary companies :

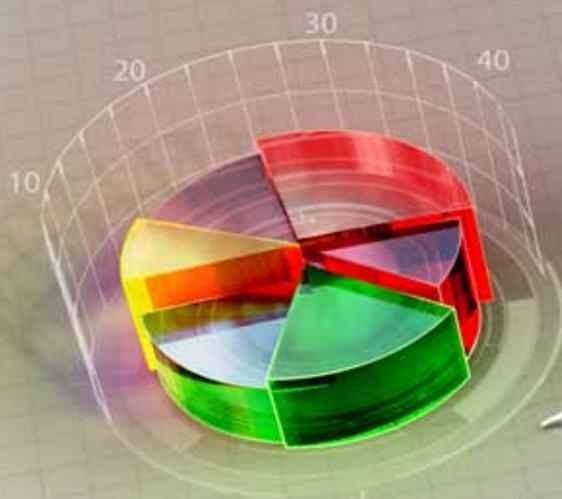
in Rs million

| S.No | Name of the subsidiary | NDTV Media Ltd. | NDTV Lifestyle Holding Private Limited | NDTV Lifestyle Limited | NDTV Convergence Limited | NDTV Labs Limited | Delta Softpro Private Limited | NDTV (Mauritius) Multimedia Limited (Formerly NDTV Five Holdings Limited) | NDTV Networks Limited (Formerly NDTV Networks Private Limited) | NDTV Worldwide Limited |
|------|------------------------|-----------------|--|------------------------|--------------------------|-------------------|-------------------------------|---|--|------------------------|
| 1 | Capital | 11.49 | 360.09 | 431.98 | 0.67 | 129.59 | 0.10 | 93.13 | 270.59 | 1.20 |
| 2 | Reserves | 68.95 | 3,465.18 | (27.78) | 226.91 | (125.99) | (5.19) | 7.83 | 2,085.45 | 133.04 |
| 3 | Total Assets | 83.98 | 3,831.28 | 654.04 | 422.31 | 24.14 | 59.95 | 105.07 | 2,403.70 | 211.85 |
| 4 | Total Liabilities | 83.98 | 3,831.28 | 654.04 | 422.31 | 24.14 | 59.95 | 105.07 | 2,403.70 | 211.85 |
| 5 | Investments | 1.00 | 2,427.34 | - | 0.20 | - | - | - | 2,382.52 | 0.23 |
| 6 | Turnover | 7.05 | 125.99 | 720.63 | 544.63 | 27.31 | - | 114.20 | 0.01 | 282.73 |
| 7 | Profit before Taxation | 5.94 | 118.03 | (92.83) | 76.54 | 5.08 | (5.11) | 80.29 | (15.59) | 105.16 |
| 8 | Provision for Taxation | - | 38.23 | 0.05 | (0.69) | - | - | - | - | 36.00 |
| 9 | Profit after taxation | 5.94 | 79.80 | (92.88) | 77.23 | 5.08 | (5.11) | 80.29 | (15.59) | 69.16 |
| 10 | Dividend | - | - | - | - | - | - | - | - | - |

| S.No | Name of the subsidiary | NDTV Ethnic Retail Private Ltd (Formerly NDTV E-Commerce Private Limited) |
|------|------------------------|---|
| 1 | Capital | 0.60 |
| 2 | Reserves | (2.31) |
| 3 | Total Assets | 0.83 |
| 4 | Total Liabilities | 0.83 |
| 5 | Investments | - |
| 6 | Turnover | - |
| 7 | Profit before Taxation | (2.31) |
| 8 | Provision for Taxation | - |
| 9 | Profit after taxation | (2.31) |
| 10 | Dividend | - |

For and on behalf of the Board

Dr. Pranoy Roy
Executive Co-ChairpersonRadhika Roy
Executive Co-ChairpersonK V L Narayan Rao
Executive Vice ChairpersonVikramaditya Chandra
Group CEO & Executive DirectorSaurav Banerjee
Group Chief Financial OfficerAnoop Singh Juneja
Company SecretaryPlace of Signing : New Delhi
Date: May 9, 2013



The above cash
the indirect me
section 211(3)

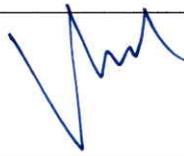
The company can utilize these balances only towards
settlement of the respective unpaid dividend, unpaid
matured deposits and unpaid matured debentures
liability



207, Okhla Industrial Estate Phase -III, New Dehli-110020, India

www.NDTV.com

Format of covering letter of the annual audit report to be filed with Stock Exchange**[As per clause 31(a) of the listing agreement]**

| | | |
|----|--|---|
| 1. | Name of the Company | New Delhi Television Limited |
| 2. | Annual financial statements for the year ended | 31 st March 2013 |
| 3. | Type of audit qualification | The qualification relates to Managerial Remuneration paid in excess of the limits specified under Schedule XIII of the Companies Act, 1956. |
| 4. | Frequency of qualification | Repetitive, since March 31, 2012 |
| | Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report | <p><u>Auditors comment / qualification</u></p> <p>Please refer note 33(b) to the consolidated financial statements of the Company for the financial year 2012-13. Point no. 6 of the report of the Statutory Auditors on the said financial statements, is a qualification on the aforesaid note.</p> <p><u>Management response, to the qualification, in the Directors' Report</u></p> <p>With reference to point no. 6 of the Auditor's Report to the members of the Company on the consolidated financial statements for financial year 2012 – 13; the Directors state that the Company has filed the necessary application(s) with the Central Government for obtaining its approval(s) in respect of the managerial remuneration payable to Directors, as referred in the note 33(b) to the consolidated financial statements of the Company for the financial year 2012-13.</p> <p>The aforesaid Central Government's approval(s) is awaited.</p> |
| | Additional comments from the Board / Audit committee chair | - |
| 5. | To be signed by- | |
| | <ul style="list-style-type: none"> Mr. Vikramaditya Chandra Group CEO & Executive Director New Delhi Television Limited |  |

FORM B

Format of covering letter of the annual audit report to be filed with Stock Exchange

[As per clause 31(a) of the listing agreement]

| | | |
|--|---|--|
| | <ul style="list-style-type: none"> Mr. Amal Ganguli Audit Committee Chairperson New Delhi Television Limited |  |
| | <ul style="list-style-type: none"> Mr. Saurav Banerjee Group CFO New Delhi Television Limited |  |
| | <ul style="list-style-type: none"> Mr. Anupam Dhawan, Partner, Price Waterhouse, Statutory Auditors of the Company |  |

For New Delhi Television Limited


Anoop Singh Juneja
 Company Secretary