NDTV

ANNUAL REPORT 2013 - 2014

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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

Nomination and Remuneration Committee
Mr. Vijaya Bhaskar Menon-Chairperson
Dr. Prannoy Roy
Mr. Amal Ganguli
Ms. Indrani Roy

Stakeholders Relationship 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

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.
CIN - L92111DL1988PLC033099
Phone+91 11 - 4617 6300, 4617 6552
Fax+91 11 - 41735110

Email:corporate@ndtv.com
Web:www.ndtv.com

Awards of Excellence: 2013-14

Promax India Awards – May 2014

Best Channel Ident Gold:
NDTV 25 years Trust

Best Script Silver:
NDTV 25 years

Best On Air Packaging & Rebranding Silver:
NDTV Good Times

News Television (NT) Awards – March 2014

Best TV News Anchor:
Barkha Dutt, NDTV 24x7

Best TV News Anchor:
Ravish Kumar, NDTV India

Best Sports News Show Presenter:
Afshan Anjum

Best TV News Reporter:
Sharad Sharma, NDTV India

Best TV News Reporter:
Siddharth pandey, NDTV 24x7

Most popular Social Media TV news brand:
NDTV Network

Best mobile application by a news channel:
NDTV Convergence

Best use of graphics by an English news channel:
NDTV 24x7

Best show packaging:
Yearender 2013, NDTV 24x7

Best News Debate Show:
PrimeTime, NDTV India

Best Sports Special:
NDTV 24x7

Best Sports Show:
Sports top 10, NDTV 24x7

Best Current Affairs Special:
Arvind ke saath safar main (PrimeTime, NDTV India)

Solutions:
Global Summit' awarded for live televised initiative by a news channel

Best Talk Show:
'We The People'

Social contribution by a news network:
NDTV Network

Show on Social/Environment Awareness / Social Development Campaign:
NDTV India

Business Special:
NDTV 24X7

Entertainment Talk Show:
HumLog, NDTV India

Game changer 2013:
NDTV network

Best Auto Show:
Raftaar

Investigative Programming:
Vote Ka Khot

IAMAI (Internet & Mobile Association of India) Digital Awards - February 2014

Best News Website:
NDTV.com

ENBA (exchange4media) Awards – January 2014

Best News Channel Of the Year (English):
NDTV 24x7

Awards of Excellence: 2013-14

Best In-depth Series (English):
India Matters - In Your Face by Radhika Bordia

Best Spot News Reporting (English):
Siddharth Ranjan Das for Jal Satyagragh coverage

Best Website (English):
NDTV.com

Asian Television Awards – December 2013

Best Talk Show:
NDTV 24x7 – We The People: Rape: Our National Shame

Highly Commended:
NDTV 24x7 – We The People: Every Woman's Battle (Cinema: A Culture of Misogyny?)

The Laadli Media and Advertising Awards for Gender Sensitivity 2012-13 – December 2013

Uma Sudhir :
Consistent Engagement with Gender and Social Development Issues

Best in Tablet Publishing (Bronze):
NDTV

RAMNATH GOENKA EXCELLENCE IN JOURNALISM AWARDS - July 2013

Journalist of the Year (Broadcast):
NDTV India - Ravish Kumar

Hindi (Broadcast):
NDTV India - Umashankar Singh

On-the-Spot Reporting (Broadcast):
NDTV India - Hridayesh Joshi

Dear Shareholders,

This has been a very significant year for NDTV. Perhaps the most significant and the most rewarding year in our history.

This year we celebrated our 25th anniverary, our deepest thanks for all your support, both as our fellow-shareholders as well as our loyal viewers. You have given us the strength to pursue serious, non-tabloid, honest journalism. You have shown us that *in true journalism one doesn't have to scream to be heard.*

Given the constraint of space, we shall highlight only five of the several major achievements of your company in 2013-2014.

First, this year *NDTV was rated India's No.1 Media Brand*.* This is a very significant achievement as NDTV is now rated higher than *all forms of media in India,* including newspapers, radio, web sites and of course television. In fact, there is a huge gap between the rating awarded to NDTV versus the second highest rated media organization.

Second, several large and credible nationwide surveys showed that NDTV 24x7 has by far the highest viewership amongst all English News channels. *To be both India's No.1 media Brand and simultaneously be No.1 in viewership is an unparalleled achievement* – no other Indian media organization has achieved this dual leadership. And this has been achieved without 'dumbing-down' or being unnecessarily sensational; our Hindi channel, NDTV India remains India's most respected amongst a genre of channels that have resorted to 'tabloidization' by doing whatever-it-takes to get eyeballs.

Third, NDTV celebrated its 25 years with a landmark event that is widely considered to be the greatest event in India's television history. In a day of high-quality seminars and debates, *25 of India's Greatest Living Legends came together on one stage to mark NDTV's silver jubilee.* Those who honoured us with their presence were: Amitabh Bachchan, Anish Kapur, Amartya Sen, A R Rahman, CNR Rao, Ela Bhatt, Fali Nariman, Indira Nooyi, Hari Prasad Chaurasia, Kapil Dev, Leander Paes, M S Swaminathan, Mukesh Ambani, N R Narayanmurthy, Rajinikanth, Ratan Tata, Sachin Tendulkar, Dr SS Badrinath, S H Raza, Shahrukh Khan, Venkatraman Ramakrishnan, Vikram Seth, Waheeda Rehman, Y K Hamied, Zubin Mehta.The President of India honoured NDTV by presiding over our jubilee celebration. The President and each of the 25 greatest Indians made thoughtful, memorable speeches – the entire event can be seen at **www.ndtv.com/25 years**

Fourth, *NDTV created another 'first in Indian television' by creating a 2-in-1 channel.* NDTV Profit was re-launched as NDTV Profit and NDTV Prime – breaking away from the over-crowded business TV genre in India. This has not only been a successful re-creation of an existing business channel but was also the first channel ever to be launched virtually fully pre-sponsored.

Fifth, *NDTV's website created a record this year by recording 13 billion hits (yes, 13 billion!) on one day* – the day of the Lok Sabha election results. NDTV's future growth is secure with our leadership in digital media. The internet and mobile space will increasingly be our focus as we believe our leadership in this convergence of media will ensure growth and profitable future for NDTV.

For the Indian economy, 2013-2014 has been a difficult year with a significant slow down in growth. In such an environment, advertising spend by companies is the first to suffer cut-backs – with the natural consequential impact on the entire media sector. However, India cannot be held back for long – with our entrepreneurial spirit coupled with the youngest demographics in the world - our economy is certain to return to a high growth path. The media sector will naturally be a major beneficiary of a re-vitalized and buoyant India.

Thank you once again for your vision and your belief in NDTV. Thank you for your Trust. You are our pillar of strength.

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 Sixth Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2014.

Financial Results

The summarized financial results for the year ended March 31, 2014 are as follows:-

	Year ended 31.03.2014 (Rs. in Million)	Year ended 31.03.2014 (Rs. in Million)	Year ended 31.03.2013 (Rs. in Million)	Year ended 31.03.2013 (Rs. in Million)
	Standalone	**Consolidated**	**Standalone**	**Consolidated**
Business Income	3497.70	4601.00	3908.83	5268.17
Other Income	133.94	356.69	109.73	245.96
Total Income	**3631.64**	**4957.69**	**4018.56**	**5514.13**
Profit/(Loss) before Tax	**(531.04)**	**(759.73)**	**(195.04)**	**87.94**
Current Tax	4.46	126.56	8.36	82.82
Deferred Tax	–	(43.24)	–	(0.69)
Tax on earlier years	–	(0.16)	–	–
Net Profit/(Loss) after Tax	**(535.50)**	**(842.89)**	**(203.40)**	**5.81**
Share of minority	–	(34.83)	–	(12.07)
Share in profit of associate	–	(3.56)	–	1.23
Profit /(Loss) for the year carried to Reserves and Surplus	–	(811.62)	–	19.11
Balance brought forward from previous year	(1202.12)	(1245.82)	(1177.81)	(1264.93)
Addition on account of merger	–	–	179.09	–
Profit carried to Balance Sheet	(1737.62)	(2057.44)	(1202.12)	(1245.82)

The Year Under Review

During the year under review, the Company achieved a turnover of Rs. 3631.64 million and operating loss before depreciation, interest and tax of Rs. (101.05) million.

The Company's operating loss before tax was Rs. (531.04) million, operating loss after tax was Rs. (535.50) million and earning per share Rs. (8.31) (Basic) and Rs. (8.31) (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, 2014 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.

Subsidiary Companies

During the year, the Company accorded its in-principle approval to the merger of NDTV Labs Limited with NDTV Convergence Limited, both step down subsidiaries of the Company.

The liquidation of NDTV (Mauritius) Multimedia Limited is underway and is expected to be completed this year.

Compliance Officer

The Company Secretary and Compliance officer of the Company, Mr. Anoop Singh Juneja has resigned from the services of the Company. The Company has accepted his resignation and relieved him of his responsibilities w.e.f. May 31, 2014.

The Company is in process of identifying a Compliance Officer and Company Secretary in place of Mr. Anoop Singh Juneja.

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 had filed a Petition before the Hon'ble Delhi High Court for its approval on December 9, 2013. The Income tax department and a shareholder intervened in the matter and filed their objections. The Company has filed its response to the objections and the matter is pending before the Hon'ble Court for its approval.

Tax Demand

A tax demand of Rs. 450 Crores was raised against the Company vide the Assessment order dated February 21, 2014 issued by the tax department for the assessment year 2009-10 (Financial Year 2008-09). The aforesaid tax demand has resulted due to erroneous and incorrect view taken by the tax department of the transaction vide which an investment of US$ 150 Million was made by Universal Studios International B.V.

The transaction was indeed a bonafide and genuine transaction, where funds were transferred from Universal Studios International B.V., which was a GE Company at that time, an organization of international prestige and repute, for subscription of shares in overseas subsidiary of NDTV. The funds were raised with the involvement of intermediaries like law firms and bankers on the end of both the parties. The funds were transferred through normal banking channels and all the required compliances were made in respect thereof. Further, the documents and confirmations required by the tax department during the course of assessment and investigation proceedings were provided to the tax department, including an apostilled copy of the confirmation from Universal Studios International B.V. to the effect that the investment of US$ 150 Million was made by Universal Studios International B.V., for subscription of shares in overseas subsidiary of NDTV.

The Company did not make any payment when the tax demand notice of Rs. 450 Crores raised vide the Assessment order dated February 21, 2014 was received. Instead, the Company filed an appeal before the Income Tax Appellate Tribunal challenging the aforesaid Assessment Order vide which the demand was made. In the course of the proceedings before ITAT, a stay order was passed by the ITAT (order dated March 26, 2014 and April 21, 2014), vide which an interim stay has been granted on payment of an amount of Rs. 5 Crores only.

Financial Statements of the Subsidiary Companies

The Ministry of Corporate Affairs, Government of India, vide General Circular No.2/2011 dated February 8, 2011 had 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.

NDTV-Vedanta Our Girls Our Pride : NDTV & Vedanta came together to launch 'Our Girls Our Pride', a first of its kind national movement to create awareness about issues related to the girl child on 19th August, 2013 in Delhi. The campaign aimed at creating awareness about the 4 main issues related to India's girl child: Nutrition, Education, Health, Foeticide and Infanticide. It also aimed at raising funds to make a positive difference in lives of as many girls in India as possible and demanding changes in Policy. Priyanka Chopra was named the brand ambassador for the campaign.

Through the campaign, diverse issues related to the girl child were covered with special documentaries from across the country. In an attempt to create further awareness about this initiative, NDTV hosted the 'Paint for the girl child' activity across New Delhi, Mumbai, Kolkata and Udaipur simultaneously on 26th October, 2013. The campaign culminated with a special fundraiser on 1st December, 2013 to raise awareness and support for India's girl child. The day was dedicated to honoring and encouraging India's girls to find their voice, become independent, follow their dreams and make a place for themselves in society. The day-long TELETHON was televised LIVE across NDTV 24x7, NDTV India, NDTV Profit and NDTV Goodtimes. Hosted by Vikramaditya Chandra and Campaign Ambassador

Priyanka Chopra, the telethon featured some heart wrenching examples of the plight of Indian girls, many inspiring stories of women and girls who have beaten the odds, engaging and thought stimulating discussions with various experts and stakeholders, entertaining acts, live on-air donations and more.

A host of prominent personalities including Shah Rukh Khan, Aamir Khan, Karan Johar, Kajol, Aruna Jayanthi, CEO-Capgemini, Kiran Mazumdar Shaw, Chairman & Managing Director-Biocon Limited, Vinita Bali, CEO-Britannia, Anu Aga, MP-Rajya Sabha & Former Chairperson-Thermax, Suhel Seth, Karisma Kapoor, Anushka Sharma, Shaan, Sania Mirza, Shahnaz Husain, Alia Bhat, Varun Dhawan, Ayushman Khurrana, Kunal Kohli, Vandana Luthra and more, joined Vikramaditya Chandra and Priyanka Chopra, who took center-stage to appeal to millions of viewers to generate maximum funds for this worthy cause. The telethon successfully generated funds to support an annual education of over two thousand girls, with the Indian Film & TV fraternity, Corporate Houses, Athletes, NGO's and others contributing wholeheartedly to this cause.

NDTV won the Outstanding CSR Award 2014 in the Electronic Media Sector for this campaign.

NDTV-Grundfos Mission Energy Campaign: In February 2014, NDTV and Grundfos joined hands for Mission Energy, a campaign on energy efficiency with two simple aims: inspiring people to cut down their carbon footprint and drawing attention to the power of an individual in creating a cleaner and greener future.

In order to meet India's growing energy demand, it is important not only to increase electricity-generating capacity, preferably through renewable sources but also use energy efficiently. In light of this, the campaign is actively engaging with the country's leading experts, policy makers, conservationists, leading industry voices and NGOs to highlight the growing requirement for energy efficiency in India. With an agenda to raise awareness about issues that affect each one of us and help chart out a roadmap to a sustainable future, the campaign calls attention to the need for stringent energy efficiency norms and encourage corporates to develop and promote energy efficient products. Team Mission Energy is also reaching out to the general public to create awareness on how, at an individual level too, one can contribute towards energy conservation.

Union Minister of New and Renewable Energy Dr. Farooq Abdullah, Dr. R K Pachauri, DG-TERI, Ms. Sunita Narain, DG-CSE, Mr. Kirit Parikh, Former Member, Planning Commission, Dr. Prem Jain, Chairman, Indian Green Building Council - CII, Dr. Koshy Cherail, President-AEEE and Dr. Arunabha Ghosh, CEO-CEEW, Rana Daggubati and Cyrus Sahukar, Actors amongst others have already lent their support to the campaign.

Energy Challenge: In order to actually demonstrate how an organization/individual can make a difference to the planet through small but focused efforts, the campaign has thrown open a 60-day Energy Challenge to the public. This has been taken up by more than a hundred participants across four user categories: manufacturing companies, commercial buildings, educational institutes and residential homes. Challenge contenders are making simple changes that will reflect in their next energy bills - switching to LED lights, installing solar planes/heaters/geysers, turning off appliances when not in use, not wasting water etc. These steps have been suggested and approved by CII. Some of the entries include those by Indian Oil Corporation, Indian School of Business, Hindustan Coca-Cola Beverages Pvt. Ltd, Larsen & Toubro Limited, Kohinoor Hospital, Volkswagen India Pvt. Ltd., Tata Motors Limited, Maharaja Sayjirao University of Baroda.

Mission Energy is supported by AEEE as Energy Efficiency Partner and CII as Knowledge Partner.

Save Our Tigers: NDTV, with Aircel, one of India's leading mobile players, relaunched Year 3 of the 'Save our Tigers'. The current edition will focus on and highlight key factors - existing buffer zones and corridors to be clearly identified and control to be ensured by forest department; local community involvement; strengthening of forest department; human-animal conflict management solutions; bio-diverse forest areas to remain inviolate and push for political will.

The launch of the 3rd season of Aircel NDTV-'Save Our Tigers' initiative witnessed the coming together of well-known personalities from different walks of life to participate in a panel discussion and set key focus areas for the season. Present on the occasion were Belinda Wright, Executive Director-WPSI, Anupam Vasudev, Chief Marketing Officer-Aircel; Dr. K. Ramesh from Wildlife Institute of India; S P Yadav, ADIG-NTCA; Dr. Anish Andheria, Director, Wildlife Conservation Trust; Bittu Sahgal, Editor of Sanctuary Asia and was anchored by Vikramaditya Chandra.

Save our Tigers partners with Sanctuary Asia and Wildlife Conservation Trust as Knowledge partners.

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

Directors

Mr. K.V.L. Narayan Rao, Director, is liable to retire by rotation at the ensuing Annual General Meeting and is eligible to be re-elected.

In accordance with sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders is being sought for the appointment of Mr. Amal Ganguli, Mr. Vijaya Bhaskar Menon, Mr. Pramod Bhasin and Ms. Indrani Roy as Independent Directors not liable to retire by rotation for a period of five years w.e.f. April 1, 2014.

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, 2014 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, 2014 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(AGM) 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 141 of the Companies Act, 2013. Your Directors recommend their re-appointment as Auditors of the Company.

With reference to point no. 6 of the Auditors' Report to the members of the Company on the financial statements for financial year 2013-14; the Directors state that the Company shall take the approvals of members of the Company in the ensuing AGM of the Company in respect of the managerial remuneration payable to certain Directors of the Company, as referred in the note 31 to the financial statements of the Company.

Further, with reference to point no. 6 of the Auditors Report to the members of the Company on the consolidated financial statements for financial year 2013 - 14; the Directors state that the respective subsidiary companies have filed the necessary applications with the Central Government for obtaining its approval(s) in respect of the managerial remuneration payable to its Directors, as referred in the note 33(b) to the consolidated financial statements of the Company. The aforesaid Central Government's approval(s) are awaited. The Company shall also take the approvals of members of the Company in the ensuing AGM of the Company in respect of the managerial remuneration payable to certain Directors of the Company, as referred in the note 33(b) to the consolidated financial statements of the Company. Further, the Company shall take the approvals of members of the Company as per the applicable provisions of the Companies Act, 2013 (corresponding to erstwhile Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956) in the ensuing AGM of the Company in respect of the managerial remuneration payable to Director of a subsidiary company, as referred in the note 33(b) to the consolidated financial statements of the Company. The respective subsidiary companies have filed the representations with the Central Government w.r.t. rejected / partially approved applications filed by said subsidiary companies for the managerial remuneration paid in prior years, as referred in the note 33(b) to the consolidated financial statements of the Company. The final approvals/ decisions of Central Government are awaited.

The qualification(s) of the Auditors in their reports 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 for the audit of Cost Accounts maintained by the Company for the year ended 31st March, 2014.

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 202.93 million (previous year Rs. 163.75 million). The foreign exchange outgo on subscription, uplinking and news service, travelling, consultancy and professional fees, repairs and maintenance and other expenses amounted to Rs. 109.14 million (previous year Rs. 203.47 million). Outgo on account of capital goods and others was Rs. 63.13 million (previous year Rs. 94.69 million).

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 Director's Report is being sent to all the members excluding this annexure. Any shareholder interested in obtaining the copy of this annexure may send a request to the Company at its registered office address.

Acknowledgements

Your directors acknowledge with thanks the support and co-operation extended by the Investors, Bankers, Business Associates and employees at all levels for their valuable patronage.

For and on behalf of the Board

Place : New Delhi
Date : July 4, 2014

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 22, 2004 and 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, 2014) (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 during the year	NIL
7.	Variation of terms of options during the year	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 31,2014) (No.)	NIL
10.	Employee wise details of Options Granted during the year 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' as at March 31, 2014	Since there is no issue of share during the FY 2013 -14. Hence, it is not applicable.

S. N.	Particulars	Details		
12.	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.	The Company has used intrinsic value method for calculating the Employee Compensation Cost with respect to the Stock Options.		
	The impact of this difference on profits and on EPS of the Company	Since there is no issue of share during the FY 2013 -14. Hence, it is not applicable.		
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.	Description of the method and significant assumptions used during the year to estimate the fair value of Options, including the following weighted average information: Risk Free interest rate (%) Expected life Expected volatility (%) Expected Dividends The price of the underlying share in market at the time of option grant	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:

<table>
<tr><th>S. N.</th><th>PARTICULARS</th><th colspan="2">DETAILS</th></tr>
<tr><td>1.</td><td>The details of the number of shares issued in ESPS</td><td colspan="2">17,64,425 Equity Shares</td></tr>
<tr><td>2.</td><td>The price at which such shares are issued</td><td colspan="2">Exercise price Rs. 4/- per share</td></tr>
<tr><td>3.

(a)</td><td>Employee - wise details of the shares issued/alloted to;

Senior Managerial Personnel;</td><td colspan="2">

During the year under review NIL equity shares were issued /allotted to the senior management personnel of the Company.</td></tr>
<tr><td rowspan="5">(b)</td><td rowspan="5">Any other employee who is issued / allotted shares in any one year amounting to 5% or more issued / allotted during that year</td><td colspan="2">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:</td></tr>
<tr><td>Director / Employee(s) Name</td><td>Equity Shares issued / allotted during the year (2009 - 10) (no.)</td></tr>
<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>
<tr><td>(c)</td><td>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.</td><td colspan="2">There is no employee who has been issued equity shares during one year equal to or exceeding1% of the issued capital of the Company at the time of issuance.</td></tr>
<tr><td>4.</td><td>Diluted Earning Per Share (EPS) pursuant to issuance of shares under ESPS</td><td colspan="2">Since there is no issue of share during the FY 2013 -14. Hence, it is not applicable.</td></tr>
<tr><td>5.</td><td>Consideration received against the issuance of shares</td><td colspan="2">Rs. 4 per share</td></tr>
</table>

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, 2014, 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 : July 4, 2014

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

Corporate Governance stands for responsible and transparent management and corporate control oriented towards a sustainable increase in value. Corporate Governance ensures fairness, transparency and integrity of the management. It further inspires and strengthens investor's confidence and commitment to the Company. These principles apply to all corporate functions and are an essential foundation for sustainable corporate success. We are convinced that good corporate governance enhances the confidence placed in our Company by our shareholders, business partners, employees and the financial markets.

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, 2014, are given below:

Name of Directors	Position	Directorships held as on March 31, 2014*	Committee membership in all Companies***	Chairmanship in Committees where they are Members***
Dr. Prannoy Roy DIN:00025576	Executive Co–Chairperson (Promoter)**	9	6	2
Mrs. Radhika Roy DIN:00025625	Executive Co–Chairperson (Promoter)**	9	5	–
Mr. K.V.L. Narayan Rao DIN:00028711	Executive Vice–Chairperson	8	7	3
Mr. Vikramaditya Chandra DIN:01179738	Group CEO & Executive Director	5	3	1
Mr. Amal Ganguli DIN:00013808	Non–Executive Independent Director	14	10#	4
Ms. Indrani Roy DIN:01033399	Non–Executive Independent Director	2	2	1
Mr. Vijaya Bhaskar Menon DIN:00597913	Non–Executive Independent Director	2	2	–
Mr. Pramod Bhasin DIN:01197009	Non–Executive Independent Director	5	2	–

* 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 Stakeholders Relationship Committee have not been taken into account.

Includes Committee membership in all Private and Public Indian Companies.

Meetings & Attendance

The Board met four times during the financial year under review on – May 9, 2013, August 5, 2013, November 8, 2013 and February 7, 2014.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	4	4	Yes
Mrs. Radhika Roy	4	4	Yes
Mr. K.V.L. Narayan Rao	4	4	Yes
Mr. Vikramaditya Chandra	4	4	Yes
Mr. Amal Ganguli	4	4	Yes
Ms. Indrani Roy	4	4	Yes
Mr. Vijaya Bhaskar Menon	4	3	No
Mr. Pramod Bhasin	4	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 constitutes 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 was the Secretary to the Committee.He has resigned from the services of the Company w.e.f. May 31, 2014.

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 Committee's composition is in accordance with the requirements of section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All members of the Audit Committee possess financial/accounting expertise/ exposure.

Meetings held and Attendance

Six Meetings of the Audit Committee of the Company were held during the year on May 9, 2013, May 10, 2013, August 5, 2013, November 7, 2013, November 8, 2013 and February 6, 2014.

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	6
Ms. Indrani Roy	6
Mr. Vijaya Bhaskar Menon	4
Mr. Pramod Bhasin	6
Mr. K.V.L. Narayan Rao	6
Mr. Vikramaditya Chandra	6

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, 2014.

Nomination and Remuneration Committee

The Company has Nomination and Remuneration Committee in place of Remuneration Committee w.e.f. May 8, 2014.

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

The Committee constitutes the following Directors:

Name of the Directors	Category	Position
Mr. Vijaya Bhaskar Menon	Non–Executive Independent Director	Chairman
Dr. Prannoy Roy	Executive Co–Chairperson	Member
Ms. Indrani Roy	Non–Executive Independent Director	Member
Mr. Amal Ganguli	Non–Executive Independent Director	Member

Mr. Anoop Singh Juneja, Company Secretary was the Secretary to the Committee. He has resigned from the services of the Company w.e.f. May 31, 2014.

One Meeting of the Nomination and Remuneration Committee (earlier known as Remuneration Committee) of the Company was held on August 5, 2013.

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	57,94,234	2,68,275	–	60,62,509
Mrs. Radhika Roy	57,98,404	2,68,275	–	60,66,679
Mr. K.V.L.Narayan Rao	1,30,00,023	67,169	–	1,30,67,192
Mr. Vikramaditya Chandra	1,62,64,402	21,600	14,02,684	1,76,88,686
Total	**4,08,57,063**	**6,25,319**	**14,02,684**	**4,28,85,066**

*Salary includes allowances, bonus 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	3,20,000
Ms. Indrani Roy	3,00,000
Mr. Vijaya Bhaskar Menon	1,60,000
Mr. Pramod Bhasin	2,00,000
Total	**9,80,000**

In view of the duties and responsibilities undertaken by the non–executive directors, 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 application was approved by the Central Government on November 12, 2013. Accordingly, independent directors were paid remuneration subsequently on November 22, 2013, as detailed below:

(Amount in Rs.)

Name of the Independent Directors	Annual Remuneration
Mr. Amal Ganguli	12,00,000
Ms. Indrani Roy	5,50,000
Mr. Vijaya Bhaskar Menon	7,50,000
Mr. Pramod Bhasin	7,50,000
Total	**32,50,000**

Further,after obtaining the approval of shareholders of the Company in the Annual General Meeting held on August 7, 2013, the Company has filed the application(s) to the Central Government for payment of remuneration to the non–executive directors for the year ended March 31, 2013, for a sum of Rs. 40 lacs. The approval of Central Government is awaited.

Equity shares of the Company held by the non–executive directors as on March 31, 2014 are as follows:

Name of the Directors	Category	Number of Share 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

Stakeholders Relationship Committee

The Company has Stakeholders Relationship Committee in place of Shareholders' and Investors' Grievance Committee w.e.f. May 8, 2014.

The Committee comprises of the following directors:

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 was the Secretary to the Committee. He has resigned from the services of the Company w.e.f. May 31, 2014.

The Stakeholders Relationship Committee (earlier known as 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 designated officials of the Company.

During the year four meetings of the Stakeholders Relationship Committee (earlier known as Shareholders' and Investors' Grievance Committee) were held.

The number of shareholder complaints received during the financial year ended March 31, 2014 were 7 (seven) and all the complaints were resolved to the satisfaction of the shareholders. There were no pending complaints as on March 31, 2014.

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 2013–14.

Place : New Delhi
Date :July 4, 2014

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
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
2012–13	August 7, 2013	3.30 p.m.	Air Force Auditorium, Subroto Park, 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.

POSTAL BALLOT

During the year, the company passed special resolution for reduction of capital (securities premium account) from Rs. 507,70,06,512/– (Rupees Five hundred seven crore seventy lakh six thousand five hundred and twelve only) to Rs. 351,96,77,061/ (Rupees Three hundred fifty one crore ninety six lakh seventy seven thousand and sixty one only) under section 78 read with sections 100 to 104 of the Companies Act, 1956.

The postal ballot was conducted in accordance with the procedure laid down under Section 192A of the Companies Act, 1956 read with Companies (Passing of the resolution by postal ballot) Rules, 2011 by Mr. Hemant Kumar Singh of M/s. Hemant Singh & Associates, Company Secretaries. The above resolution was passed with requisite majority by the shareholders on October 30, 2013. The results of the postal ballot are as follows:

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	171	40070100	99.64
Dissent	11	146202	0.36
Invalid	30	–	–
Total	**212**	**40216302**	**100.00**

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.

(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 2013–14, 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 Mint (English daily) and in Rashtriya Sahara (Hindi daily) 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 26th Annual General Meeting of the Company will be held on:

Day, Date and Time: Monday the 8th day of September, 2014 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, 2014 to March 31, 2015.

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, 2014	1st week of August 2014
September 30, 2014 – (results for the quarter as well as half year)	1st week of November, 2014
December 31, 2014	1st week of February, 2015
March 31, 2015 (year ending)	1st week of May, 2015

Book Closure

The book closure period is from Friday, September 5, 2014 to Monday, September 8, 2014 (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:

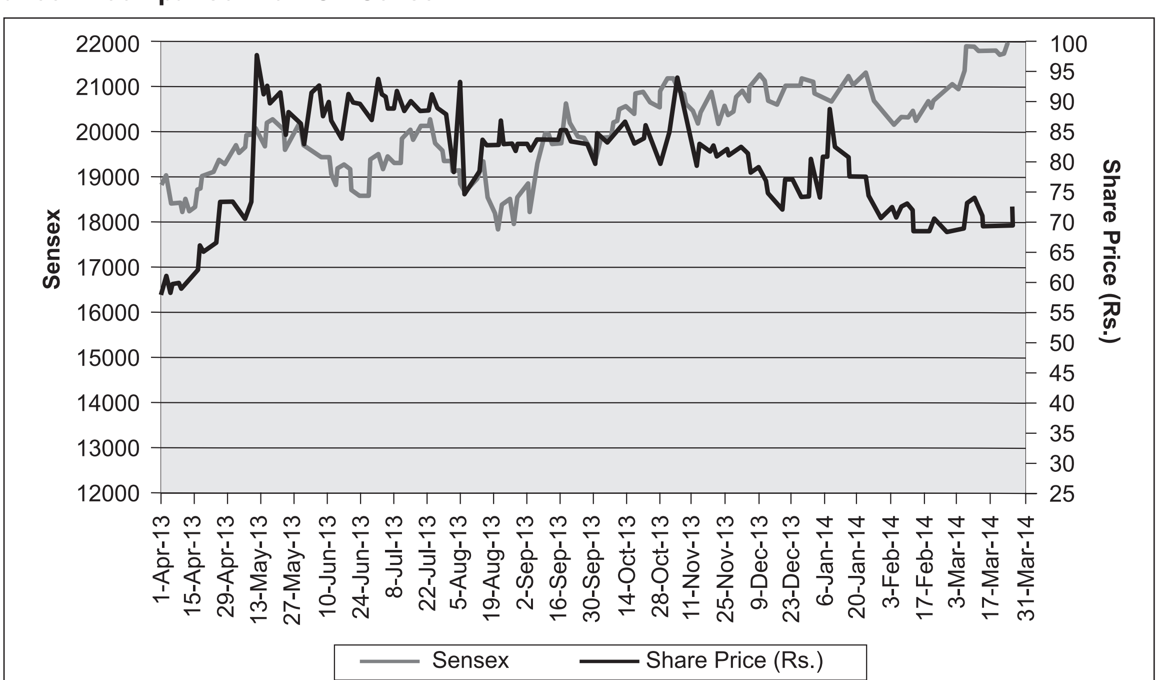
Name	Code
BSE Limited	532529
National Stock Exchange of India Limited	NDTV EQ
Demat ISIN Numbers in NSDL and CDSL	INE155G01029

The listing fee for the financial year 2014–15 has been paid to BSE Limited and National Stock Exchange of India Limited. The Company has also paid annual custodian fee for the financial year 2014–15 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, 2013	75.00	56.50	65.31	61.95
May, 2013	100.90	69.00	87.25	82.62
June, 2013	95.70	83.15	91.45	86.91
July, 2013	98.95	81.20	92.36	88.14
August, 2013	94.20	68.00	85.15	78.75
September, 2013	90.00	79.00	85.85	82.82
October, 2013	89.00	78.30	86.02	82.55
November, 2013	98.45	78.50	86.99	82.20
December, 2013	84.50	71.80	79.60	75.61
January, 2014	92.55	70.10	80.72	76.64
February, 2014	75.70	67.55	72.10	69.51
March, 2014	76.60	68.35	72.35	69.80

Performance in comparison to BSE Sensex



Shareholding Pattern

The shareholding pattern of the Company as on March 31, 2014 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 : 31/03/2014			
	NOT APPLICABLE		
Partly paid–up shares	**No. of partly paid– up shares**	**As a % of total no.of partly paid–upshares**	**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 Share–holders	Total Number of Shares	Number of Shares Held in Demateri–alized 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**
(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

Category Code	Category of Shareholder	Number of Share–holders	Total Number of Shares	Number of Shares Held in Demateri–alized 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**
(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	100000	100000	0.16	0.16		
(b)	Financial Institutions/Banks	2	12051	12051	0.02	0.02		
(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	0	0	0	0	0		
(f)	Foreign Institutional Investors	3	3775073	3775073	5.86	5.86		
(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**	**3887124**	**3887124**	**6.03**	**6.03**		
(2)	**NON–INSTITUTIONS**						**NA**	**NA**
(a)	Bodies Corporate	590	12007419	12007419	18.62	18.62		
(b)	Individuals							
	(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	38055	6334603	6305265	9.83	9.83		
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	25	2345974	2345974	3.64	3.64		
(c)	Any Other (Specify)							
	Clearing Members	95	81617	81617	0.13	0.13		
	Non Resident Indians	221	195362	195362	0.30	0.30		
	Trust	2	4000	4000	0.01	0.01		
	Sub–Total (B)(2):	**38988**	**20968975**	**20939637**	**32.52**	**32.52**		
	Total Public Share Holding (B)=(B)(1)+(B)(2)	**38994**	**24856099**	**24826761**	**38.55**	**38.55**	**NA**	**NA**
	Total (A)+(B)	**38997**	**64471267**	**64441929**	**100.00**	**100.00**		
(C)	**Shares held by custodians and against which Depository Receipts have been issued**							
(1)	**Promoter and Promoter Group**	**0**	**0**	**0**	**NA**	**0.00**	**NA**	**NA**
(2)	**Public**							
	GRAND TOTAL(A)+(B)+(C) :	**38997**	**64471267**	**64441929**	**100.00**	**100.00**	**0**	**0.00**

NA–Not Applicable

Distribution of Shareholding, as on March 31, 2014 is as under:

Category	Shareholders		Face value of Rs.4/– per share	
	Number	%	Amount (Rs.)	%
1–5000	38012	97.47	12130940	4.70
5001– 10000	415	1.06	3061696	1.19
10001– 20000	248	0.64	3731340	1.45
20001– 30000	102	0.26	2544172	0.99
30001– 40000	79	0.20	2823092	1.09
40001– 50000	36	0.10	1583888	0.61
50001– 100000	60	0.15	3790060	1.47
100001& Above	45	0.12	228219880	88.50
Total	**38997**	**100.00**	**257885068**	**100.00**

Dematerialization of Share and Liquidity

As on March 31, 2014 only 29338 shares constituting 0.05% 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–500081.
Phone :040–44655000
Fax:040–23420814
EMail: 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 Listing Agreement and other applicable laws, rule's 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–500081.
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 Legal and Secretarial Department

New Delhi Television Limited
CIN - L92111DL1988PLC033099

Registered Office:–
207, Okhla Industrial Estate, Phase III, New Delhi– 110020.
Phone+91 11 - 4617 6300, 4617 6552
Fax+91 11 - 41735110
E–mail :corporate@ndtv.com

For and on behalf of the Board

Place : New Delhi
Date : July 4, 2014

Dr. Prannoy Roy
Executive Co- Chairperson

Radhika Roy
Executive Co- Chairperson

Management's Discussion and Analysis

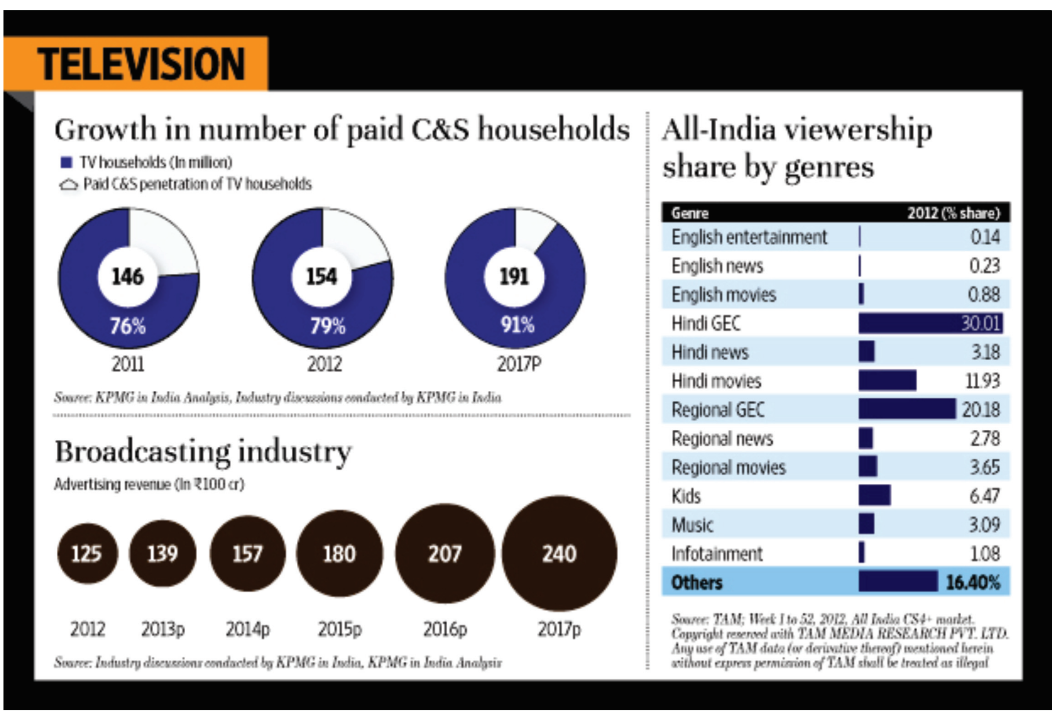
MANAGEMENT'S DISCUSSION & ANALYSIS

Despite all odds: Media & Entertainment Industry

India has a population of over 1.2 billion. The sheer numbers give the Indian Media and Entertainment (M&E) industry in the country a tremendous opportunity for growth. Some time ago the thought of reaching and engaging with such a vast and diverse population seemed improbable. That has changed today. The current industry is armed with digital technologies, state-of-the-art mobile devices, penetration of broadband and digital, and a government that backs the sector. These factors have allowed the industry to triumph the odds of a tumultuous 2013 and an economic slowdown.

The Indian M&E industry is one of the most vibrant in the world and has a significant impact on the Indian economy. The industry is expected to double in size to Rs.1,78,600 crore by 2018, from Rs.82,100 crore last year -- this is a compounded annual growth rate (CAGR) of 13.8%, according to the Indian Media and Entertainment Industry Report 2014 by the Federation of Indian Chambers of Commerce and Industry (FICCI) and KPMG.

According to the FICCI KPMG report, increased digitization, the growth of regional media, the general elections, the strength of the film sector and fast-increasing new digital media businesses is expected to see India's media and entertainment industry grow 11.8% to Rs.91,800 crore this year. In all of this traditional media such as television, print and radio continue to be dominant segments on the back of content and the benefits of digitization. Television alone clocked a growth of 12.7% in 2013. TV is expected to gather further momentum in tandem with the economy to grow at a CAGR of 16% plus between 2013-2018.



The Digitisation Wave

The digitisation of cable television in India is well under way. Progress on this front has brought in remarkable changes to the structural chaos of the broadcast Industry. Delhi, Mumbai Kolkata are fully digital. According to Telecom Regulatory Authority of India (TRAI) 100% implementation has taken place in the second phase of cable television digitization across 38 cities.

Going by the regulatory schedule, all of Indian television homes should be digital by the end of 2014. This has significant benefits in the long term for broadcasters who offer quality programming. Going digital means the ability to slice and dice audiences in terms of price, demographics, location and tastes.

The good news notwithstanding, there are a lot of creases that need to be ironed out. Digitisation should be seen as a three-step process. The first step is to get digital boxes into homes; this has seen 100 per cent success. The second is the filling of the Know Your Customer or KYC forms. The local cable operator has to get these forms filled and submit them to the multi-system operator. The third step in digitisation - the billing and packaging by channels that consumers choose - can begin when the KYC process is over.

According to the KPMG FICCI report on the Media and Entertainment industry, the impact of digitisation was felt to the extent that carriage fees saw a reduction of 15-20 per cent overall. However the anticipated increase in ARPUs and subscription revenues for broadcasters and MSOs (Multi System Operators) is expected to be realised only over the next 2-3 years, as MSOs begin the process of becoming B2C organisations from B2B organisations.

NDTV: Making History

Never before in media history has any media company been both: Number 1 - India's most trusted brand across all newspaper and channels, (all India Brand Trust Report 2014) and Number 1 in viewership amongst all English news channels (independent Nationwide survey of 90,000 + households by Hansa Research).

Twenty five years on and NDTV 24x7 remains the Flagship English News Channel with India's most reputed anchors and journalists, unrivalled viewership (50% plus[1]).

NDTV India stands out for its high quality non-tabloid journalism with a steady, loyal viewership and record-breaking revenues in FY 14.

NDTV Profit is India's only dual channel that doubles up as NDTV Prime (detailed below) that serves smart business news between 9am and 5pm and high quality, premium content in the evening. With its high revenue visibility, it has a sponsor driven band model.

NDTV Convergence hit over 5 billion web page views per year and over 35 million unique visitors/month with over 5 million downloads of iOS and Android apps. NDTV Gadgets is India's number 1 gadget website.

For the aspiring urban Indian viewer, there is NDTV Lifestyle with its cutting edge shows for young Indians. Strategic Investment by Astro All Asia Networks, PLC has allowed for Cash in books amounting to $20 million (Rs. 120 crore).

NDTV Worldwide focuses on global media consultancy, sets up and manages new channels on a turnkey basis. It has been profitable from the first year of full operation.

NDTV's E-Tailing venture www.indianroots.com offers products from India's top designers and over 112 leading ethnic brands. The business has witnessed early traction from global Indians.

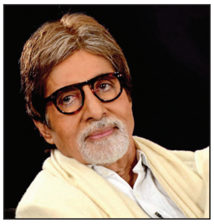
Milestone: Celebrating 25 years of TRUST

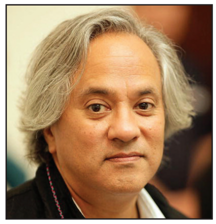
A pioneer in India's news television, NDTV marked its 25 years of credible, dedicated and path breaking news broadcasting by acknowledging 25 Greatest Global Indian Living Legends for their outstanding contribution in association with Tata Consultancy Services, one of the world's top technology firms.

Launched in November 1988, NDTV has become synonymous with credible news. Its first show, 'The World This Week' opened country's eyes to the world in a way it had never seen before. What was one small step for a company called New Delhi Television Ltd was one giant leap for the Indian broadcasting industry. Together with a 1500 plus strong team of reporters and producers around the country today, the network has been instrumental in building the company's brand and strength of news delivery. Incisive and creative, NDTV targets the global Indian with news that is credible, true and fast.

[1] NDTV: Ready For The Future (A Presentation by NDTV)

NDTV's 25 Greatest Global Living Indian Legends


Amitabh Bachchan

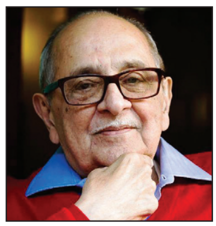

Anish Kapur


Dr Amartya Sen


A.R. Rahman


CNR Rao


Ela Bhat

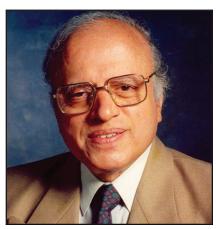

Fali Nariman

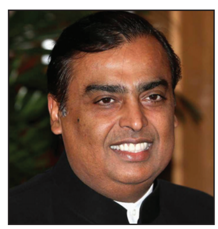

Pt. Hariprasad Chaurasia


Indra Nooyi


Kapil Dev


Leander Paes


Dr MS Swaminathan

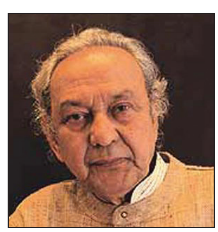

Mukesh Ambani


NR Narayanmurthy


Rajanikant


Ratan Tata

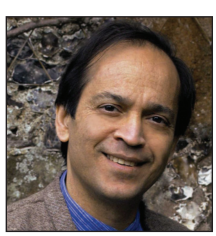

Sachin Tendulkar


S.H. Raza

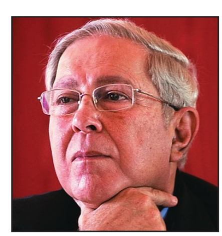

Shahrukh Khan

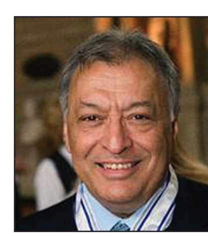

SS Badrinath


Venkatraman Ramakrishnan


Vikram Seth


Waheeda Rehman


Dr YK Hamied


Zubin Mehta

It is currently the only English News Channel from India which is beamed in the UK, USA, Canada, South Africa, Middle East, Australia, New Zealand, Mauritius and most of the SAARC Countries to reach out to the Indian Diaspora.

As part of its celebrations, thanks to the team at NDTV, the Nation witnessed for the first time ever the coming together of 25 Indian Living Legends on the centre stage. The legends were acknowledged and felicitated by the Honourable President of India, Shri Pranab Mukherjee, at an awards ceremony held by NDTV at the Rashtrapati Bhawan in December 2013.

It's All Adding Up

The Board of NDTV has mandated the management to explore means of unlocking sum of parts shareholder value, through various methods including restructuring or a private placement in NDTV Convergence and/or other subsidiaries.

It is worth noting that NDTV 24x7 has been PAT positive for the last 5 years, with an average annual profit of Rs. 40 crore. The channel continues to command unrivalled viewership (50% plus) in the English news genre and has become the number 1 channel in the UK (as per BARB, the official rating agency in UK).

NDTV Convergence has registered a CAGR of 54% over the last 6 years.

NDTV Worldwide, the consultancy arm of the group, has been profitable for the past 4 years.

And now, there are successful efforts to turn around businesses which have been loss making. NDTV India historically a loss making channel, has clocked record-breaking revenues in FY 2014 and achieved EBITDA breakeven.

NDTV Profit which had been making average annual losses of Rs. 40 crores for the last 3 years is expected to turn around after its revamp. The revenues of the dual channel with pre-sponsored bands are up 140% in April 2014 as compared to the same period last year.

India's first Dual Channel

A significant development has been the launch of India's first 2-IN-1 channel - 'NDTV Profit & NDTV Prime'. On the 2-in-1 channel, NDTV Profit, in a fresh association with The National Stock Exchange of India, operates from 9:00 AM to 5:00 PM on weekdays and offers viewers in-depth and credible business news and analysis during market hours. From 5 pm and on weekends, the channel sports a brand new avatar - NDTV PRIME. The channel is targeted at the 25+ urban male and offers an interesting blend of 'specialty bands' that showcase through the week genres such as *Technology, Auto, Property, Education & Careers, Entertainment and Comedy*. Among the Big Ticket shows on Prime is - 'Ticket To Bollywood', a reality show, which will give the two lucky winners an opportunity to star in a Bollywood movie.

For the very first time in Indian television, sponsors are already on board partnering with the genres that fit in with their brands. Videocon d2h has come on board for 'Ticket to Bollywood' while Croma is the overall Technology Band sponsor. MRF is on board for the Auto Band and Supertech continues its association with the Property Band and Micromax is the overall Channel Partner. This ensures an enhanced revenue stream for the dual channel, much higher than what a business channel alone could aim to earn, in a crowded space.

In the digitized world, where viewers surf channels using electronic programme guides (EPGs), appointment viewing has become very important. NDTV Prime allows everyone full clarity on when they can see their preferred genre of programming -- while property shows come on at 7 pm, technology programming follows at 8 pm, and then auto programming is on at 8:30 pm, and then there is entertainment at 9 pm every evening.

Creating Programming Differentiators

In a bid to create differentiators in programming, NDTV has undertaken several steps to present viewers with something new. While the launch of 24x7's new set came with a new look and presentation, there has been significant change in the programming per se. Several new programmes have been introduced that have added value to the viewership across genres. Some of the new programmes include The Week In Sports, The Social Network and The NDTV Dialogues. Programmes focused on the general elections include Roadside Republic and The Final Word - India's Biggest Opinion Poll among several others.

NDTV's coverage of events and occurrences in the world is second to none. Special Shows were commissioned to cover and debate the assembly elections across different states including Karnataka (May 2013), Delhi, Rajasthan and Chhattisgarh (November/ December 2013). There was in-depth coverage of Cyclone Phailin and the Uttarakhand disaster, the formation of Telangana, the launch of Mangalyaan, the Muzaffarnagar riots and Sachin Tendulkar's retirement. While Dr Prannoy Roy explored the state of Bihar's economy, Barkha Dutt presented a special series on incursions in the Line of Control (LoC). She covered the death of Nelson Mandela and interviewed the heroic Malala. Barkha also interviewed Arvind Kejriwal the very night AAP swept the Delhi assembly polls.

NDTV 24x7's reputation has played an important role in expanded the group's international footprint: the channel was launched on Time Warner Cable in the US in April 2014 to reach the US audiences. The distribution of NDTV 24×7 on the cable platform means that the channel is the only news channel from India to be a part of the platform. Time Warner Cable is among the top 5 Pay TV operators globally.

While creating long term advertising revenue opportunity for NDTV 24x7 and NDTV Good Times in the US, NDTV 24x7 and NDTV Good Times were launched in Singapore on Star Hub and NDTV India & NDTV Good Times debuted in the Philippines on Sky Cable. NDTV 24x7 also made inroads into Papua New Guinea on Hitron. And with digitization becoming a reality in the country, NDTV also created a new revenue opportunity by providing electronic programme guide (EPG) solutions to digital platforms.

NDTV Convergence: The Next Big Wave

The past year was a landmark year for NDTV Convergence, which saw the launch of new initiatives including some path breaking technology innovations and record traffic across all its properties. First, NDTV.com recorded the highest traffic ever in December 2013 and currently has an average of 35 million unique visitors per month and over 500 millions page views.

Second, NDTVgadgets.com is the number one technology information portal in the country and has maintained the leadership position for the last 9 months with over 9 million uniques. Third, ndtv.com relaunched the market leading NDTV apps on iOS and Android platforms in an endeavour to be ahead of competition. Fourth, Graphity, an instant personalised gratification platform for Twitter, was launched in September 2013; it is only the second company in the world to do so. Fifth, NDTV maintained its dominance in the social media space and is now the most followed company on Twitter across all categories in India. Sixth, NDTVauto.com was launched in February 2013 and has already reached over half a million unique users a month. And finally, the icing on the cake was when NDTV.com won the Best News Website award at both ENBA 2013 and the IAMAI Awards 2013.

Letting The Good Times Roll

NDTV Good Times underwent a re-branding exercise to develop a youth-centric play. Over the last year Good Times has done a fairly deep dive in to the tastes, preferences and consumption patterns of target audience in key markets. With an increasingly maturing lifestyle space in India at an inflection point, and as pioneers in that space, it redefined the lifestyle entertainment category codes by catering to the youth and focusing on food, travel and fashion.

The channel changed its tagline from 'Live the Good Times' to 'Live Young'. While the channel retains its extremely popular sub-brands like Highway On My Plate, Band Baajaa Bride and Tech Grand Masters, it has made sure that the overall content gets tweaked to make it more relevant and meaningful.

In addition to the key clutter breakers NDTV Good Times has added a large dose of International Programming that gives the viewers a chance to experience some of the finest programming in the world.

The channel is also extensively using social media to develop a better connect with its audience and has segmented its shows into bands such as style, food, travel and reality at specific time slots.

Early Success For India Roots

The brand NDTV, which evokes instant trust amongst the Indian diaspora, was a compelling reason for NDTV to branch out into a business for this audience. NDTV successfully launched its first e-commerce venture, www.indianroots.com, targeted at the Indian diaspora in July-August 2013. The enterprise now offers thousands of products to customers, representing over 112 of India's prominent ethnic brands and over 30 leading designers including Sabyasachi, Raw Mango, Sanjay Garg, Neeta Lulla, Anita Dongre, and Meera-Muzaffar Ali, among others.

Indianroots is working with artisans, weavers, designers and creators of ethnic products directly to ensure that the finest quality, handpicked merchandise is made available to customers. Currently, indianroots.com is working with more than 300 designers/brand across the country with over 68,000 products offering.

The primary market for Indianroots is the US, the UK, Australia, Canada and Middle East countries. Indianroots.com has been viewed by more than 225 countries, with over 29.5 million page views with a unique visitor number of 2.35 million. The e-commerce website has shipped orders to more than 70 countries across the world. Currently, it has over 25,000 registered users online and is growing rapidly. Early days, but it has created history by selling one single order worth US $30,100 through the portal.

HR@NDTV: The People Space

NDTV's Human Resources agenda during 2013-2014 was focused on enhancing the employee value proposition and enabling growth where talent acquisition has taken centre stage. Significant effort was devoted to staffing new businesses such as NDTV Ethnic Retail and NDTV Prime and scaling up existing ones like NDTV Convergence. As part of Learning and Development, an employee mentorship programme was conceptualised and launched with the aim of expanding learning and providing employees with different avenues for growth and career enhancement. To enhance Employee Communication, periodic town hall meetings were conducted to establish direct connect between employees and the senior leadership at NDTV. Another area of significance has been compensation and benefits. With an intense focus of linking pay with performance, the variable pay programme was extended across the Group to a multitude of roles. The staff strength of the Company as on 31st March 2014 was 1372.

A Rewarding Experience

And finally, the winner takes it all. NDTV took home as many as 22 awards for the network at the News Television Awards 2014 including one for being a game changer in 2013.

News Television Awards: 2014		
Best TV News Anchor: Barkha Dutt, NDTV 24x7	**Best use of graphics by an English news channel :** NDTV 24x7	**Best show packaging:** Year-ender 2013, NDTV 24x7
Best TV News Anchor: Ravish Kumar, NDTV India	**Best News Debate Show:** PrimeTime, NDTV India	**Best Sports Special:** NDTV 24x7
Best Sports News Show Presenter: Afshan Anjum	**Best Current Affairs Special:** Arvind ke saath safar main (PrimeTime, NDTV India)	**Best Sports Show:** Sports Top 10, NDTV 24x7
Best TV News Reporter: Sharad Sharma, NDTV India	**Solutions:** Global Summit' awarded for live televised initiative by a news channel	**Best Talk Show:** 'We The People'
Best TV News Reporter: Siddharth Pandey, NDTV 24x7	**Social contribution by a news network:** NDTV Network	**Show on Social/Environment Awareness / Social Development Campaign:** NDTV India
Most popular Social Media TV news brand: NDTV Network	**Business Special:** NDTV 24X7	**Entertainment Talk Show:** HumLog, NDTV India
Best mobile application by a news channel: NDTV Convergence	**Game changer 2013:** NDTV network	**Best Auto Show:** Raftaar & **Best Investigative Programming:** Vote Ka Khot

NDTV.com bagged the Best News website at the IAMAI (Internet & Mobile Association of India) Digital Awards - February 2014.

At the ENBA (exchange4media) Awards held in January 2014, NDTV won four awards including Best News Channel Of the Year - English (NDTV 24x7); Best In-depth Series - English (India Matters - In Your Face by Radhika Bordia); Best Spot News Reporting - English (Siddharth Ranjan Das for Jal Satyagragh coverage) and Best Website - English (NDTV.com).

RISK AND MITIGATION STRATEGIES

Challenges continue to persist for the news business and much depends on the legal outcome on the ad-cap case, reduction in carriage fees and scheduled completion of digitisation. With the 12 minute advertisement cap development in the broadcasting sector, there will be considerable decline in the inventories and many broadcasters are likely to face financial difficulty in the coming years[2].

NDTV is dedicated to ensuring uninterrupted broadcast of television content and regular maintenance is undertaken to reduce breakdowns. To ensure continuous and smooth broadcast across its channels, the company has been undertaking requisite measures in engineering, IT and related infrastructure. Within this gambit, disaster recovery systems and processes have already been developed for key activities.

All internal process controls are in place and 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.

[2] FICCI-KPMG Report

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

Growth Drivers For The Future

With digital media growing at a scorching pace and becoming more mainstream, NDTV's digital business - NDTV Convergence, undoubtedly is its biggest growth driver. Advertising rates and traffic are going up. Exciting plans are underway for improved product offering - new apps, websites and mobile forays.

According to the KPMG FICCI report on the Media & Entertainment Industry in India (2014), digital media has a bright future. With a fast growing internet user base of over 200 million internet users, the potential of the industry to enhance engagement with customers and generate revenue from digital media is huge.

Digitisation is the other long-term growth driver for the television industry. The future looks promising with digitization being implemented and efforts being made to introduce channel packaging, implement subscriber management systems and raise the ARPU - initiatives that are likely to benefit all the stakeholders in the television ecosystem, especially the broadcasters.

Outlook

Cable digitisation is expected to create significant opportunities for content providers, including:

- Existing channels investing in more content, and upgrading content quality.
- Narrower targeted offerings to segments which are currently under-served by one size fits all offerings, which will require more localised content.
- Launch of new premium channels that may see a viable business case on the back of reduced carriage fees and customer appetite for paying premium ARPU for quality content.

Digitisation has been the stepping stone for the industry's growth and success, thereby bringing about a paradigm shift in key indicators, particularly within the domains of the television industry. Important policy initiatives introduced by the Ministry of Information and Broadcasting (MIB) and the successful completion of the digitisation process will not only see the end of analogue transmission but will help to add value and increase profits at each level in the value chain.

The growth potential of the India television industry looks healthy - between 2013 and 2018, the growth has been forecast to double from Rs. 41,720 crore to Rs. 88,500 crore, making India one of the fastest growing TV markets in the world with a 2013 -2018 CAGR of 16.2%. Digital Advertising Industry is also expected to triple from Rs. 3,000 crore to Rs. 10,220 crore in the same period.

One of the key drivers for advertisement growth in 2014 could be the advertising spends by political parties on the Lok Sabha election. According to the Pitch Madison Media Outlook Report 2014, approximately INR25 billion of advertisement revenue across all the media segments is expected to come from the Lok Sabha elections. Your company expects to realize the full effect of the gains from the general elections as well as from digitization process.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains adequate internal control systems commensurate with the nature of its business, size and complexity of operations. These are regularly tested for their effectiveness by Statutory as well as Internal Auditors. Significant observations made by the internal audit team and the follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the company's internal control environment and monitors the implementation of audit recommendations acted by the management. In addition, third party specialists are engaged to assess regulatory compliance.

Disclaimer

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

Financial Condition

Profit & Loss Account

During the year, the Company incurred a loss of Rs. 535.50 million. A table of movement in the Statement of profit and loss is given below:

Rs. in million

Particulars	For the year ended March 31,	
	2014	2013
Profit & Loss Account at the beginning of the year	(1,202.12)	(1,177.81)
Add: Profit/(Loss) for the year	(535.50)	(203.40)
Add: Credited on account of Merger (Refer Note 29)	–	179.09
Profit/ (Loss) Carried forward to balance sheet	(1,737.62)	(1,202.12)

The increased loss during the year is mainly attributable to NDTV Profit / Prime incubation cost and drop in Event income

Net Debt

During the year, the Company successfully managed to keep the borrowings under control. Net debt from banks increased by Rs. 14 million from Rs. 1530 million in 2013 to Rs. 1544 million in 2014. The net financing cost of the Company reduced marginally on account of effective working capital utilization and liquidation of non-cash generating assets.

Net Debt Rs. in million

Particulars	Note	As at March 31,	
		2014	2013
Long Term Borrowings	5	443	–
Short Term Borrowings	7	1,257	2,220
Add: Current Maturities payable within 1 year	5	178	21
Sub-Total		**1,878**	**2,241**
Less: Cash and Bank Balances	16	334	711
Net Debt		**1,544**	**1,530**

Net Interest Cost Rs. in million

Particulars	Note	As at March 31,	
		2014	2013
Finance Costs	23	195	224
Less: Interest income on Bank Deposits	18	18	44
Net Interest Cost		**177**	**180**

Fixed Assets

The additions to fixed assets in the current year consisted of new Plant & Machinery, Computers, Vehicles, Other office equipments & Renovation of Office premises etc., acquired for supporting operations. The capital work in progress of Rs 3.71 million as of March 31, 2014 comprises assets being acquired for expansion and for replacement of existing depreciated unusable assets. During the year, the company undertook a major exercise of migration to MPEG-4 technology which would help reduce the company's bandwidth usage and bring down the transmission cost.

Results of operations

Revenues

The Company derives its revenue from the broadcasting of the channels, NDTV 24X7, NDTV India and NDTV Profit / Prime. The Company has launched the new channel NDTV Prime, a 2-in-1 channel which is a first-in-India concept. While NDTV Profit will continue to offer views and in-depth and credible business news and analysis during market hours, it will effectively transform into a completely new channel - NDTV Prime - in the evening and weekends. NDTV Prime has programmes on automobiles, technology, property, entertainment and comedy shows etc.

Revenue from operations comprises advertising sales, subscription revenue, event sales and other business income.

Advertising revenue includes sale of commercial time for broadcasting of commercials, sponsorship with reference to association with a particular channel, band etc.

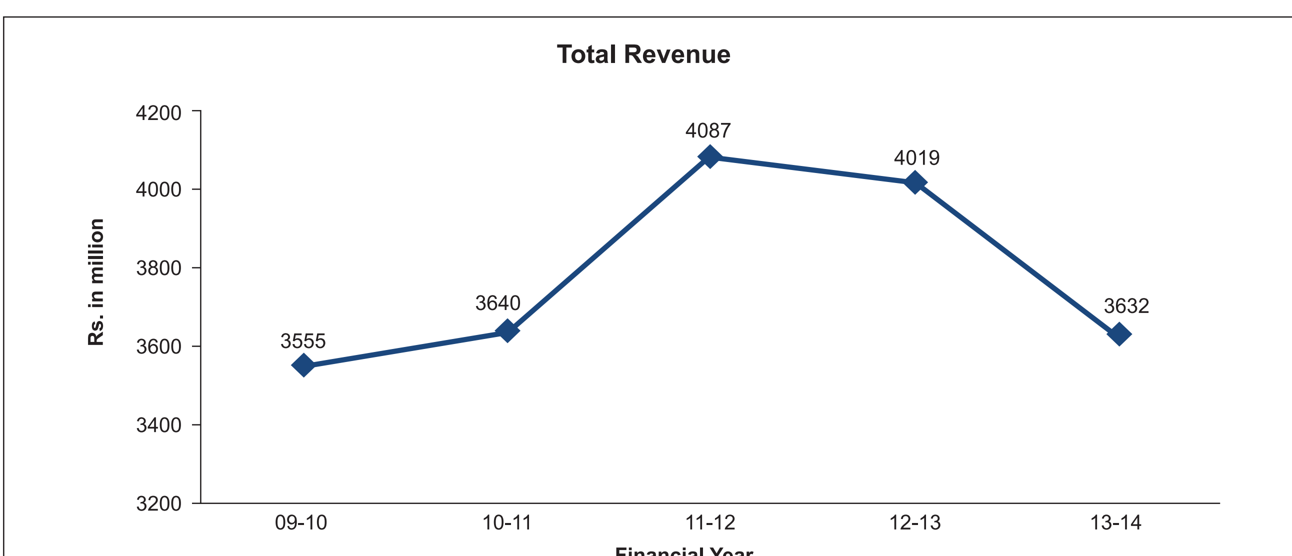
Subscription income comprises revenue from Cable and DTH service providers, Hotels and from International operations. While digitization helped to reduce carriage fees, it is expected to increase subscription revenue from the cable segment over a period of time.

Event sales derived from special programmes or event linked to awareness campaigns for social causes.

Total Income

The total revenue for the year was Rs 3631.64 million as compared to Rs 4,018.56 million in the previous year. Income from Operations was down by 11% on account of reduced event income.

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



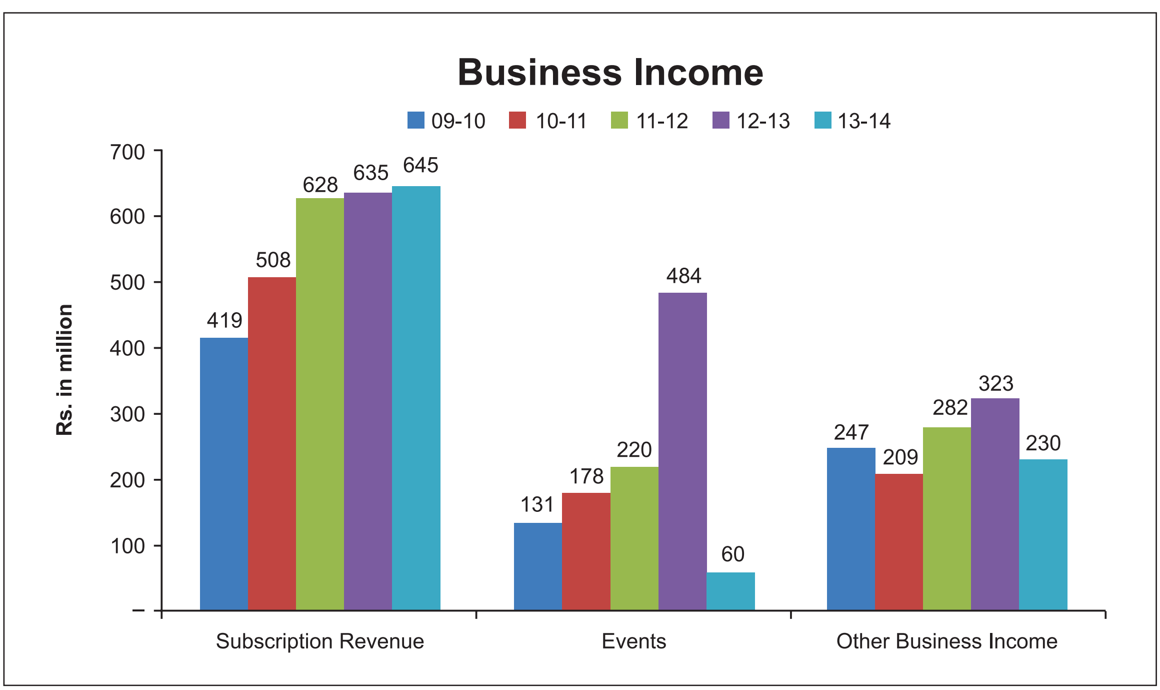
The contribution of the different components to total income for the year ended March 31, 2014 and March 31, 2013 was as follows:

Income for the year ended March 31, Rs in million

Particulars	2014	Mix %	2013	Mix %	Growth %
Advertising Sales	2,562.64	71%	2,466.44	61%	4%
Subscription Revenue	645.00	18%	635.21	16%	2%
Events	60.17	2%	484.46	12%	-88%
Other Business Inome	229.90	6%	322.72	8%	-29%
Business Income	935.06	26%	1,442.39	36%	-35%
Other Income	133.94	4%	109.73	3%	22%
Total Income	**3,631.64**	**100%**	**4,018.56**	**100%**	**-10%**

Business Income

Business Income for the year ended March 31, 2014 decreased by 35% to Rs. 935.06 million from Rs 1,442.39 million last year. Though, the subscription income has increased to Rs 645.00 million in comparison to Rs. 635.21 million mainly due to an increase in domestic revenue from the cable segment. This year University Cricket Championship could not be held due to unforeseen circumstances leading to a reduction of Rs. 424 million in event income from Rs. 484.46 million in last year to Rs 60.17 million in the current year.



Other Income

Other Income for the year ended March 31, 2014 is Rs 133.94 million as compared to Rs 109.73 million for last year. This increase is mainly attributable to profit on sale of fixed assets amounting to Rs 76.68 million which has been partially offset by reduction in Interest income and fluctuation in exchange rates.

Expenses

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

Operating Cost

The total operating cost for the year ended March 31, 2014 has reduced by 2% from Rs. 3,826.47million in the previous year to Rs. 3,732.69 million in the current year. There has been a significant decrease in distribution and production expense, partially offset by increased personnel and administration expenses.

The following table depicts the different components of operating cost:

Operating expenses for the year ended March 31, Rs. in million

Particulars	2014	% of Revenue	2013	% of Revenue	Growth %
Production Expenses	568.31	16%	677.00	17%	-16%
Personnel Expenses	1,342.36	37%	1,210.49	30%	11%
Operations & Administration Expenses	1,038.94	29%	968.46	24%	7%
Marketing, Distribution & Promotion Expenses	783.08	22%	970.52	24%	-19%
Total Operating Expenses	**3,732.69**	**103%**	**3,826.47**	**95%**	**-2%**

Production Expenses

Production Cost for the year ended March 31, 2014 was down by 16% from Rs 677.00 million in the previous year to Rs. 568.31 million in the current year as expenses on the University Cricket Championship were not incurred to an equivalent extent and transmission and uplinking cost came down.

The breakup of the production expenses is provided in the table below:

Production expenses for the year ended March 31, Rs. in million

Particulars	2014	% of Revenue	2013	% of Revenue	Growth %
Total Revenue	**3,631.64**	**100%**	**4,018.56**	**100%**	**-10%**
Transmission & Uplinking	112.10	3%	123.73	3%	-9%
Consultancy & professional fees	132.49	4%	207.29	5%	-36%
Travelling	97.53	3%	85.24	2%	14%
Subscription, footage & news service	79.50	2%	69.86	2%	14%
Hire Charges	43.06	1%	39.72	1%	8%
Graphic, music & editing	33.98	1%	29.04	1%	17%
Video cassettes	1.75	0%	3.73	0%	-53%
Software expenses	2.73	0%	2.86	0%	-4%
Stores & Spares	1.92	0%	2.37	0%	-19%
Sets construction	20.38	1%	23.18	1%	-12%
Panelist fees	11.27	0%	17.67	0%	-36%
Trade Mark/Licence Fees	0.00	0%	0.04	0%	
Other Production Expenses	31.60	1%	72.27	2%	-56%
Total Production Expenses	**568.31**	**16%**	**677.00**	**17%**	**-16%**

Operating and Administrative Expenses

Operating and Administrative Expenses increased by 7% from Rs 968.46 million in the previous year to Rs. 1,038.94 million in the current year, the major components of the increase being a material provision created for doubtful debts and an increase in travelling and conveyance expenses and in facility maintenance including rental cost. The breakdown of the major components is as follows:

Operating & Administration expenses for the year ended March 31, Rs. in million

Particulars	2014	% of Revenue	2013	% of Revenue	Growth %
Total Revenue	**3,631.64**	**100%**	**4,018.56**	**100%**	**-10%**
Rent	219.22	6%	213.17	5%	3%
Communication	66.00	2%	71.38	2%	-8%
Local conveyance, travelling & taxi hire	120.71	3%	107.92	3%	12%
Electricity and water	58.66	2%	62.93	2%	-7%
Vehicle	74.61	2%	67.11	2%	11%
Repair and Maintenance	104.59	3%	98.18	2%	7%
Legal, professional & consultancy	126.30	3%	144.72	4%	-13%
Insurance	40.30	1%	36.47	1%	11%
Provision for doubtful debts/advances	71.98	2%	16.24	0%	343%
Bad Debt & doubtful advances written off	3.12	0%	2.24	0%	39%
Books, periodicals and news papers	31.37	1%	24.78	1%	27%
Others	122.07	3%	123.33	3%	-1%
Total Operating Expenses	**1,038.94**	**29%**	**968.46**	**24%**	**7%**

Marketing, Distribution and Promotional Expenses

Marketing and distribution expenses for the year ended March 31, 2014 at Rs 783.08 million have decreased by 19% compared to previous year which stood at Rs 970.52 million primarily due to reduction in carriage fees.

Related party transactions

These have been discussed in detail in the notes to the financial statements. (Please refer note 31).

Disclaimer

Statements in the management discussion and analysis report relating to the outlook for the Company's business may differ from the actual results. Important factors that could 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, 2014, 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")/ notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. 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 and other applicable authoritative pronouncements 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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 qualified audit opinion.

Basis for Qualified Opinion

6. *We draw your attention to note 31 to the financial statements regarding managerial remuneration amounting to Rs. 7.81 million paid to certain directors of the Company during the year ended March 31, 2014 (Rs. 2.89 million paid till March 31, 2013) in excess of the limits approved by the shareholders of the Company and hence subject to the approval of the shareholders of the Company pursuant to the provisions of Section 309 of the Companies Act, 1956. In the event the approvals from its shareholders 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 loss after taxation for the year would have been Rs. 524.80 million as against the reported figure of Rs. 535.50 million(Previous year Rs. 200.51 million as against the reported figure of Rs. 203.40 million), loss per share for the year would have been Rs. 8.14 as against the reported figure of Rs. 8.31(Previous year Rs. 3.11 as against the reported figure of Rs. 3.15) and Current assets would have been Rs. 2,471.78 million as against the reported figure of Rs. 2,461.08 million (Previous year Rs. 2,922.38 million as against the reported figure of Rs. 2,919.49 million).*

Qualified Opinion

7. 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 *except for the effects of the matter referred to in Basis for Qualified Opinion above,* 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, 2014;
   (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

8. 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.
9. 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, *except for the effects of the matter referred to in Basis for Qualified Opinion paragraph above,* 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/notified under the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 ;
   (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, 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: 301112E
Chartered Accountants

Anupam Dhawan
Partner
Membership Number: 084451

Place of the Signature: New Delhi
Date: May 08, 2014

Annexure to Independent Auditors' Report

Referred to in paragraph 8 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, 2014

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/taken any loans, secured or unsecured, to / from 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) /(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 generally regular in depositing undisputed statutory dues in respect of service tax, though there has been a slight delay in a few cases and 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, 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, customs duty, and excise duty which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2014 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	459[1]	Assessment Year 2008-09 (Previous Year 2007-08)	CIT (Appeals)
Income Tax Act, 1961	Income Tax	4,503[2]	Assessment Year 2009-10 (Previous Year 2008-09)	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	42.17	Assessment Year 2006-07 (Previous Year 2005-06)	CIT (Appeals)
Income Tax Act, 1961	Income Tax	0.32	Assessment Year 2004-05 (Previous Year 2003-04)	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0.28	Assessment Year 2003-04 (Previous Year 2002-03)	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	91.34	Assessment Year 2003-04 (Previous Year 2002-03)	CIT (Appeals)

[1] Tax deducted at source, including interest amounting to Rs. 310 million for Assessment Year(s) 2011-12, 2012-13 and 2013-14 adjusted against the demand.

[2] Rs. 50 million paid for taking the stay of demand.

x. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2014 and it has incurred cash losses in the financial year ended on that date and 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 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 short term borrowings amounting to Rs. 76.57 million 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: 301112E
Chartered Accountants

Anupam Dhawan
Partner
Membership Number: 084451

Place of the Signature: New Delhi
Date: May 08, 2014

New Delhi Television Limited
Balance Sheet as at March 31,

in Rs million

	Notes	2014	2013
Equity and liabilities			
Shareholders' funds			
Share capital	3	257.89	257.89
Reserves and surplus	4	3,392.09	3,928.47
		3,649.98	**4,186.36**
Non-current liabilities			
Long-term borrowings	5	442.63	-
Long-term provisions	6	85.14	79.15
		527.77	**79.15**
Current liabilities			
Short-term borrowings	7	1,335.07	2,291.20
Trade payables	8	560.99	654.19
Other current liabilities	9	641.58	200.02
		2,537.64	**3,145.41**
TOTAL		**6,715.39**	**7,410.92**
Assets			
Non-current assets			
Fixed assets			
Tangible assets	10.1	817.13	1,123.66
Intangible assets	10.2	29.61	35.48
Capital work-in-progress		3.71	15.76
Non-current investments	11.1	3,019.65	2,996.19
Deferred tax assets (net)	12	112.40	112.40
Long-term loans and advances	13	271.81	207.94
		4,254.31	**4,491.43**
Current assets			
Current investments	11.2	93.13	93.13
Inventories	14	9.99	5.22
Trade receivables	15.1	1,289.25	1,574.23
Cash and bank balances	16	334.35	710.65
Short-term loans and advances	13	718.27	532.97
Other current assets	15.2	16.09	3.29
		2,461.08	**2,919.49**
TOTAL		**6,715.39**	**7,410.92**
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 Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

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

in Rs million except per share data

	Notes	2014	2013
Income			
Revenue from operations	17	3,497.70	3,908.83
Other income	18	133.94	109.73
Total revenue (I)		**3,631.64**	**4,018.56**
Expenses			
Production expenses	19	568.31	677.00
Employee benefits expenses	20	1,342.36	1,210.49
Operations & administration expenses	21	1,038.94	968.46
Marketing, distribution & promotion expenses		783.08	970.52
Depreciation and amortization expenses	22	234.62	242.50
Finance costs	23	195.37	224.31
Total (II)		**4,162.68**	**4,293.28**
Profit/(loss) before exceptional and extra ordinary items and tax (I) – (II)		**(531.04)**	**(274.72)**
Exceptional items (net)	24	–	(79.68)
Profit/(loss) before tax		**(531.04)**	**(195.04)**
Tax expenses			
Current tax		4.46	8.36
Total tax expenses		**4.46**	**8.36**
Profit/(loss) for the year		**(535.50)**	**(203.40)**
Earnings per equity share (nominal value of share Rupees 4/–)	25		
Basic			
Computed on the basis of total profit/(loss) for the year		(8.31)	(3.15)
Diluted			
Computed on the basis of total profit/(loss) for the year		(8.31)	(3.15)
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 Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

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

in Rs million

	Notes	2014	2013
Cash flow from operating activities			
Profit/(loss) before tax		(531.04)	(195.04)
Adjustments:			
Depreciation/ amortization		234.62	242.50
Tangible assets written off		2.44	2.49
Loss/ (profit) on sale of fixed assets		(78.60)	(1.92)
Gain on sale of investment		(0.98)	–
Debts / Advances written off		3.12	2.24
Provision for doubtful debts		71.98	14.43
Provision for doubtful advances		–	1.81
Provision for gratuity & employee benefits		6.04	21.97
Provision For doubtful debts written back		–	(17.37)
Provision For doubtful advances written back		–	(24.34)
Provision for diminution in the value of Investment written back		–	(44.26)
Customer Advances written back		(20.92)	(117.75)
Liabilities for operating expenses written back		(24.23)	(45.86)
Unrealized foreign exchange loss/(gain) on merger		–	2.21
Unrealized foreign exchange loss/(gain)		0.80	0.69
Loss on Merger of NDTV One Holdings Limited		–	6.10
Finance costs		195.37	224.31
Interest (income)		(35.51)	(55.42)
Employee Stock Options Expense		1.97	–
Operating profit/(loss) before working capital changes		**(174.94)**	**16.79**
Movements in working capital :			
Increase / (decrease) in trade payables		(68.62)	50.93
Increase / (decrease) in other current liabilities		289.40	(43.88)
Increase / (decrease) in other long–term liabilities		(0.05)	–
Decrease / (increase) in trade receivables		271.17	(159.51)
Decrease / (increase) in inventories		(4.77)	4.47
Decrease / (increase) in long–term loans and advances		(123.88)	(94.05)
Decrease / (increase) in short–term loans and advances		(98.61)	(16.37)
Decrease / (increase) in other current assets		(12.79)	–
Decrease / (increase) in other non–current assets		–	1.38
Taxes paid under protest		(50.00)	(1.00)
Net cash flow from/ (used in) operating activities (A)		**26.91**	**(241.24)**
Cash flow from investing activities			
Purchase of fixed assets, including capital work in progress and capital advances		(174.20)	(213.09)
Proceeds from sale of fixed assets		329.27	369.69
Refund received for share application money		–	8.60
Proceeds from sale of current investments		1.98	24.59
Purchase of non–current investments		(24.46)	(32.87)
Interest received		3.90	53.08
Net proceeds from Fixed Deposits		378.65	–
Advance received for sale of investment		4.00	–
Net cash flow from/ (used in) investing activities (B)		**519.14**	**210.00**

in Rs million

	Notes	2014	2013
Cash flow from financing activities			
Proceeds from refund of loan given to subsidiary		–	12.50
Net Proceeds/(Repayment) of long–term borrowings		600.65	(78.67)
Proceeds/(Repayment) of short–term borrowings		(448.68)	343.78
Repayment of short–term loan		(500.00)	(500.00)
Proceeds from short–term loan		–	500.00
Finance costs paid		(195.60)	(242.72)
Net cash flow from / (used in) in financing activities (C)		**(543.63)**	**34.89**
Net increase / (decrease) in cash and cash equivalents (A + B + C)		**2.42**	**3.65**
Cash and cash equivalents at the beginning of the year		6.64	2.99
Cash and cash equivalents at the end of the year		**9.06**	**6.64**
Components of cash and cash equivalents			
Cash in hand		1.54	1.30
With banks			
– in current accounts		7.50	3.77
– in deposit accounts		0.02	1.57
Total cash and cash equivalents	16	**9.06**	**6.64**
Summary of significant accounting policies	2		

Notes :

1. 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.
2. Figures in brackets indicate cash outflow.
3. 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 Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited
Notes to financial statements for the period ended March 31, 2014

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 channels including a dual channel (NDTV 24x7, NDTV India, NDTV Profit & Prime).

2. Summary of significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India to comply in all material aspects with the accounting standards simplified by law.

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 39).

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.

Provisions: Provisions are recognised when there is 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liability: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.3 Tangible assets

Tangible 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 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 2.3 and 2.4 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

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long–term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

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 and Loss 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	
	2014	**2013**
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
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, 2014		As at March 31, 2013	
	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, 2013: 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, 2013: 1,753,175) of Rs. 4/– each were allotted to the eligible employees of the Company under ESPS 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, 2014		As at March 31, 2013	
	Nos	**% holding**	**Nos**	**% holding**
Equity shares of Rs. 4/– each fully paid				
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 27.

4. Reserves and surplus in Rs million

	As at March 31	
	2014	**2013**
Securities premium account (Refer note 34)		
Opening balance	5,077.01	5,077.01
Additions during the year	–	–
Closing Balance	**5,077.01**	**5,077.01**
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)
Less: Issued but not exercised as per scheme	(0.88)	–
Closing Balance	**–**	**0.88**

in Rs million

	As at March 31	
	2014	2013
General reserve		
Opening balance	52.70	52.70
Additions during the year	–	–
Closing Balance	**52.70**	**52.70**
Surplus/ (deficit) in the Statement of Profit and Loss		
Balance as per last financial statements (Refer note 34)	(1,202.12)	(1,177.81)
Addition on account of merger (refer note 29)	–	179.09
Loss for the period	(535.50)	(203.40)
Net surplus/ (deficit) in the Statement of Profit and Loss	**(1,737.62)**	**(1,202.12)**
Total Reserves and surplus	**3,392.09**	**3,928.47**

5. Long–term borrowings

in Rs million

	As at March 31,			
	Non–current portion		Current maturities	
	2014	2013	2014	2013
Term loans				
Indian rupee loan from banks i ii & iii	92.63	–	28.50	20.47
Corporate loan from bank	350.00	–	150.00	–
	442.63	**–**	**178.50**	**20.47**
The above amounts include				
Secured borrowings	442.63	–	178.50	20.47
Unsecured borrowings				
Amount disclosed under the head “Other current liabilities” (Refer note–9)	–	–	(178.50)	(20.47)
Net amount	**442.63**	**–**	**–**	**–**

Total term loans from banks (current and non–current portions) as at March 31, 2014 are Rs 621.13 million (previous year Rs 20.47 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 500 million (previous year Rs. Nil) are secured by a charge created on book–debts of the Company. The loan is further secured by a collateral security given on the office premises at W–17, GK–I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.	3 yearly instalments –Rs 150 million due on June 30, 2014, Rs 150 million due on June 30, 2015 and balance Rs 200 million due on June 30, 2016.
ii. Term loans from bank amounting to Rs Nil (previous year Rs 20.47 million) are secured by the hypothecation of specific plant and machinery acquired from 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 instalments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (15.02.2007), loan repaid on July 23, 2013.
iii. Term loans from bank amounting to Rs 121.13 million (previous year Rs Nil) are secured by the hypothecation of specific assets ,plant and machinery acquired from 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.	60 equal monthly instalments commencing from July 31, 2013.

6. Provisions

in Rs million

	As at March 31,			
	Long-term		Short-term	
	2014	2013	2014	2013
Provision for employee benefits				
Provision for gratuity (note 26)	85.14	79.15	–	–
	85.14	**79.15**	**–**	**–**

7. Short–term borrowings

in Rs million

	As at March 31	
	2014	**2013**
Secured		
Working capital loans from banks repayable on demand (refer notes i, ii below)	1,256.53	1,220.11
Short term corporate loan from bank (refer note iii below)	–	500.00
Loan against banks term deposit receipts (refer note iv below)	–	500.00
	1,256.53	**2,220.11**
Unsecured:		
Loans		
From related party	78.54	71.09
Total	**1,335.07**	**2,291.20**
The above amount includes		
Secured borrowings	1,256.53	2,220.11
Unsecured borrowings	78.54	71.09

i. Rs 1256.53 million (Previous year Rs 1220.11 million) is secured by a charge created on book–debts of the Company. The loan is further secured by a collateral security given on the office premises at W–17, GK–I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee and the loan is further secured by Corporate Guarantee received from M/s Delta Softpro Private Limited for an Industrial plot of land at NOIDA, U.P

ii. Rs. Nil (Previous year Rs. 200 million) is secured against the lien of fixed deposits.

iii. Rs Nil (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, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.

iv. Rs. Nil (Previous year Rs 500 million) is secured against fixed deposit amounting to Rs. Nil (Previous year Rs 500 million)

8. Trade payables

in Rs million

	As at March 31	
	2014	**2013**
Trade payables	560.99	654.19
	560.99	**654.19**

9. Other current liabilities

in Rs million

	As at March 31	
	2014	**2013**
Advances from customers	143.48	51.43
Income received in advance/deferred Income	133.61	33.95
Interest accrued and due on borrowings	–	0.23
Unpaid dividend	0.27	0.34
Employee benefits payable	59.64	32.32
Statutory dues payable	45.90	44.31
Current maturities of long–term borrowings (note 5)	178.50	20.47
Advance against sale of investment	4.00	–
Others	76.18	16.97
	641.58	**200.02**

10.1 Tangible assets

in Rs million

Description	Leasehold Land	Building	Plant & Machinery (Main)	Plant & Machinery (Other)	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Total
Cost or valuation									
As at April 1, 2013	**261.97**	**80.28**	**1,452.78**	**79.31**	**334.53**	**67.77**	**254.77**	**148.97**	**2,680.38**
Additions	–	7.08	90.38	2.25	12.54	9.72	36.32	9.14	167.43
Disposals	261.97	8.43	15.04	–	49.78	0.40	13.94	22.40	371.96
As at March 31, 2014	**–**	**78.93**	**1,528.12**	**81.56**	**297.29**	**77.09**	**277.15**	**135.71**	**2,475.85**
As at April 1, 2013	**22.95**	**9.42**	**970.85**	**49.58**	**210.85**	**46.72**	**168.36**	**77.99**	**1,556.72**
Charge for the year	2.88	1.42	113.45	7.31	34.58	9.96	28.67	22.58	220.85
Disposals	25.83	0.24	11.68	–	48.24	0.29	13.01	19.56	118.85
As at March 31, 2014	**–**	**10.60**	**1,072.62**	**56.89**	**197.19**	**56.39**	**184.02**	**81.01**	**1,658.72**
Net Block									
As at 31 March 2014	**–**	**68.33**	**455.50**	**24.67**	**100.10**	**20.70**	**93.13**	**54.70**	**817.13**
As at 31 March 2013	**239.02**	**70.86**	**481.93**	**29.73**	**123.68**	**21.05**	**86.41**	**70.98**	**1,123.66**

10.2 Intangible assets

in Rs million

Description	Computer Software	Total
Gross block		
As at April 1, 2013	**99.49**	**99.49**
Purchase during the year	7.90	7.90
Deletion/Adjustments	–	–
As at March 31, 2014	**107.39**	**107.39**
Amortization		
As at April 1, 2013	**64.01**	**64.01**
Charge for the year	13.77	13.77
On Deletion/Adjustments	–	–
As at March 31, 2014	**77.78**	**77.78**
Net block		
As at March 31, 2014	**29.61**	**29.61**
As at March 31, 2013	**35.48**	**35.48**

11.1 Non–current investments

in Rs million

	As at March 31	
	2014	**2013**
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 2014	As at March 31 2013
NDTV Networks Limited	0.50	0.50
– 50,000 (previous year 50,000), Equity Shares of Rs.10/– each Fully Paid Up		
– 27,000,000 (previous year 27,000,000) Non Cumulative Redeemable Preference Shares of Rs.100/– each Fully Paid Up	2,700.00	2,700.00
Share Application Money (Redeemable Preference Shares)	35.06	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	77.63
10,000 (previous year10,000) Equity Shares of Rs.10/– each Fully Paid Up		
Share Application Money	13.50	9.40
Investment in Associate		
Astro Awani Network Sdn Bhd	27.09	27.09
– 1,712,250 (Previous year 1,712,250), Equity Shares of RM 1/– each Fully Paid Up		
Quoted		
Investment in others		
JaiPrakash 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 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
– Nil (Previous Year 35,475.375 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 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)		
Delhi Stock Exchange Limited		
– 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)	–	–
	3,019.65	**2,996.19**
Aggregate amount of quoted investments	137.32	138.32
Market value of quoted investments	38.10	72.21
Aggregate amount of unquoted investments	3,082.42	3,057.96
Aggregate provision other than for temporary diminution in the value of investment	200.09	200.09

* Sold subsequent to the year end.

11.2 Current investments

in Rs million

	As at March 31	
	2014	**2013**
Valued at cost unless stated otherwise		
Unquoted		
Investment in subsidiaries		
NDTV (Mauritius) Multi Media Limited		
– 50,000 Ordinary shares (previous year 50,000) of no par value	90.78	90.78
– Conversion of 2000 preference shares	2.35	2.35
	93.13	**93.13**

12. Deferred tax asset (net)

in Rs million

	As at March 31	
	2014	**2013**
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting period.	(9.85)	(91.85)
Sub Total (A)	**(9.85)**	**(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.	26.39	16.47
Provision for doubtful debts and advances	81.08	20.45
Accumulated Losses	14.78	167.33
Sub Total (B)	**122.25**	**204.25**
Net deferred tax asset (A+B)	**112.40**	**112.40**

13. Loans and advances

in Rs million

	As at March 31,			
	Long Term		Short Term	
	2014	**2013**	**2014**	**2013**
Capital advances				
Unsecured, considered good	74.85	30.70	–	–
Security deposits				
Unsecured, considered good	47.69	61.44	40.94	33.49
Doubtful	–	–	–	10.67
	47.69	61.44	40.94	44.16
Provision for doubtful security deposit	–	–	–	(10.67)
	47.69	**61.44**	**40.94**	**33.49**

in Rs million

	As at March 31,			
	Long Term		Short Term	
	2014	**2013**	**2014**	**2013**
Loans and advances to related parties				
Unsecured, considered good	44.20	–	–	44.20
	44.20	**–**	**–**	**44.20**
Advances recoverable in cash or kind				
Unsecured considered good	–	–	113.08	82.55
Doubtful	–	–	74.19	74.19
	–	–	187.27	156.74
Provision for doubtful advances	–	–	(74.19)	(74.19)
	–	**–**	**113.08**	**82.55**
Other loans and advances				
Unsecured considered good				
Advance income tax (net of provision of Income Tax of Rs. 189.62 million,(Previous Year Rs. 185.08 million)	94.99	101.43	470.90	275.43
Prepaid expenses	2.15	6.42	69.41	51.39
Advances and imprest to employees	2.00	2.02	23.55	22.81
Advance fringe benefit tax	5.93	5.93	0.01	0.01
Due from Government authorities	–	–	0.38	23.09
Total	**271.81**	**207.94**	**718.27**	**532.97**

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

in Rs million

	As at March 31,			
	Long Term		Short Term	
	2014	**2013**	**2014**	**2013**
Loans and advances to related parties include				
Dues from Delta Softpro Private Limited	44.20	–	–	44.20
NDTV Networks Limited	–	–	23.02	23.02
	44.20	**–**	**23.02**	**67.22**

14. Inventories

in Rs million

	As at March 31	
	2014	**2013**
Stores and spares	2.22	1.41
Video tapes	0.25	0.24
Finished programmes	7.52	3.57
	9.99	**5.22**

15.1 Trade receivables

in Rs million

	As at March 31,			
	Non-current		Current	
	2014	2013	2014	2013
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	–	–	113.41	148.58
Doubtful	–	–	198.59	116.72
	–	**–**	**312.00**	**265.30**
Provision for doubtful receivables	–	–	(198.59)	(116.72)
	–	**–**	**113.41**	**148.58**
Other receivables				
Unsecured, considered good	–	–	1,175.84	1,425.65
	–	**–**	**1,175.84**	**1,425.65**
	–	**–**	**1,289.25**	**1,574.23**

15.2 Other assets

in Rs million

	As at March 31,			
	Non-current		Current	
	2014	2013	2014	2013
Unsecured, considered good unless stated otherwise				
Deposits with original maturity for more than 12 months	–	–	–	–
Non–current bank balances (Refer Note–16)	–	–	–	–
Others				
Interest accrued on fixed deposits	–	–	16.09	3.29
	–	**–**	**16.09**	**3.29**

16. Cash and bank balances

in Rs million

	As at March 31,			
	Non-current		Current	
	2014	2013	2014	2013
Cash and cash equivalents				
Cash in hand	–	–	1.54	1.30
Balances with banks				
Current accounts	–	–	5.49	3.77
EEFC account	–	–	2.01	–
Margin money deposit				
Deposits with original maturity of less than three months	–	–	0.02	1.57
	–	–	9.06	6.64
Other bank balances				
Unclaimed dividend	–	–	0.27	0.34
Deposits with original maturity for more than 12 months	–	–	–	–
Deposits with original maturity for more than 3 months but less than 12 months	–	–	–	3.67
Margin money deposit	–	–	325.02	700.00
	–	**–**	**334.35**	**710.65**

17. Revenue from operations

in Rs million

	Year ended March 31	
	2014	**2013**
Revenue from operations		
Advertisement revenue	2,562.64	2,466.44
Subscription revenue	645.00	635.21
Shared services	115.07	101.40
Events	60.17	484.46
Business Income – programme production	19.70	16.08
Other business income	49.97	37.25
Other operating revenue		
Provision for doubtful debts–written Back	–	4.38
Customer Advances written back	20.92	117.75
Liabilities for operating expenses written back	24.23	45.86
	3,497.70	**3,908.83**

18. Other income

in Rs million

	Year ended March 31	
	2014	**2013**
Interest income on		
Bank deposits	18.54	44.38
Interest earned on income tax refund	16.97	11.04
Gain on Sale of Investment in Mutual Fund	0.98	–
Profit on sale of fixed assets	78.60	1.92
Foreign exchange fluctuations (net)	–	25.61
Miscellaneous income	5.19	9.96
Rental income	13.37	15.92
Equipment hire	0.29	0.90
	133.94	**109.73**

19. Production Expenses

in Rs million

	Year ended March 31	
	2014	**2013**
Consultancy & professional fees	132.49	207.29
Hire charges	43.06	39.72
Graphic, music & editing	33.98	29.04
Video cassettes	1.75	3.73
Subscription , footage & news service	79.50	69.86
Software expenses	2.73	2.86
Transmission & uplinking	112.10	123.73
Sets construction	20.38	23.18
Panelist fees	11.27	17.67
Travelling	97.53	85.24
Stores & spares	1.92	2.37
Trade Mark/Licence Fees	–	0.04
Other production expenses	31.60	72.27
	568.31	**677.00**

20. Employee benefits expense

in Rs million

	Year ended March 31	
	2014	**2013**
Salaries, wages & other benefits (refer note 26)	1,251.56	1,120.84
Contribution to provident and other funds	66.72	61.68
Staff welfare	22.11	24.13
Employee stock compensation expense	1.97	3.84
	1,342.36	**1,210.49**

21. Operations & Administration Expenses

in Rs million

		Year ended March 31	
		2014	**2013**
Rent		219.22	213.17
Rates and taxes		9.00	3.57
Electricity and water		58.66	62.93
Printing and stationery		5.97	5.01
Postage and courier		4.34	2.68
Books, periodicals and news papers		31.37	24.78
Local conveyance , travelling & taxi hire		120.71	107.92
Business promotion		21.39	19.02
Repairs and maintenance			
– Plant & machinery		66.15	65.59
– Building		38.44	32.59
Charity and donations		1.25	1.51
Auditors remuneration (i)		3.99	3.87
Insurance		40.30	36.47
Communication		66.00	71.38
Vehicle		74.61	67.11
Medical		12.78	13.64
Generator hire and running		6.58	7.84
Personnel security		14.69	18.04
Staff training		0.43	0.29
Provision for doubtful debts		71.98	14.43
Provision for doubtful advances		–	1.81
Bad Debt & doubtful advances written off	13.79	–	2.24
Less: Adjusted against provision	(10.67)	3.12	
Legal, professional & consultancy		126.30	144.72
Tangible assets written off		2.44	2.49
Foreign exchange loss – net		4.78	–
Subscription expenses		17.45	19.63
Brokerage & commission		4.83	0.39
Miscellaneous		12.16	25.34
		1,038.94	**968.46**

(i) Auditors remuneration

in Rs million

	Year ended March 31	
	2014	**2013**
As auditors:		
Audit fee	3.50	3.87
Out of Pocket	0.49	0.19
In other capacity:		
Certification fees	0.24	0.15
	4.23	**4.21**

22. Depreciation and amortisation expenses in Rs million

	Year ended March 31	
	2014	**2013**
Depreciation of tangible assets	220.85	228.90
Amortisation of intangible assets	13.77	13.60
	234.62	**242.50**

23. Finance costs in Rs million

	Year ended March 31	
	2014	**2013**
Interest		
On long term borrowings	12.86	6.83
On short term borrowings	171.37	206.74
Interest Others	3.86	–
Bank Charges	1.51	1.98
Processing Fee	5.77	8.76
	195.37	**224.31**

24. Exceptional items (net) in Rs million

	Year ended March 31	
	2014	**2013**
Provision for doubtful debts i	–	(11.08)
Provision for doubtful advances written back ii	–	(24.34)
Provision for impairment in value of an Investment written back iii	–	(44.26)
	–	**(79.68)**

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 previous year, the amount has been recovered and therefore written back during the previous year.

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

iii The Company and its Joint Venture Partner M/s. 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 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, the Company and KSL have transferred their respective stake in MNC to Educational Trustee Company Private Limited on September 28, 2012 and reversed the provision for diminution in the value of investment upon realisation of money, both in the previous year.

25. Earnings per share (EPS)

in Rs million

	Year ended March 31	
	2014	**2013**
Profit / Loss) attributable to Equity Shareholders	(535.50)	(203.40)
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.)	(8.31)	(3.15)
Diluted Earnings/(Loss) per Equity Share (Rs.)	(8.31)	(3.15)
Nominal Value per share (Rs)	4	4

26. 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,**				
		2014	**2013**	**2012**	**2011**	**2010**
Changes in the Present value of the Obligation:	I					
Obligations at year beginning		122.29	106.41	103.04	72.27	77.51
Service Cost – Current		11.11	11.76	10.72	11.05	9.43
Service Cost – Past		–	–	–	25.88	–
Interest Cost		10.21	8.88	8.83	5.77	5.81
Actuarial (gain) / loss		(11.94)	5.28	(5.36)	(7.37)	(7.94)
Benefit Paid		(9.57)	(10.04)	(10.82)	(4.56)	(12.55)
Obligations at year end		122.10	122.29	106.41	103.04	72.26
Change in plan assets:	II					
Plan assets at year beginning, at fair value		43.14	49.22	54.91	55.10	51.96
Expected return on plan assets		3.99	4.55	5.05	4.82	4.83
Actuarial gain / (loss)		(0.65)	(0.59)	(0.08)	(0.40)	0.00
Contributions		0.05	–	0.16	–	10.86
Benefits paid		(9.57)	(10.04)	(10.82)	(4.56)	(12.55)
Plan assets at year end, at fair value		36.96	43.14	49.22	54.96	55.10
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		122.10	122.29	106.41	103.04	72.27
Fair value of the plan assets at the end of the year		36.96	43.14	49.22	54.96	55.10
Liability recognised in the Balance Sheet		85.14	79.15	57.19	48.08	17.17
Defined benefit obligations cost for the year	IV					
Service Cost – Current		11.11	11.76	10.72	11.05	9.43
Service Cost – Past		–	–	–	25.88	–
Interest Cost		10.21	8.89	8.83	5.77	5.81
Expected return on plan assets		(3.99)	(4.55)	(5.05)	(4.82)	(4.83)
Actuarial (gain) / loss		(11.29)	5.87	(5.28)	(6.97)	(7.94)
Net defined benefit obligations cost		6.04	21.97	9.22	30.91	2.47
Investment details of plan assets 100% of the plan assets are in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme.	V					
The principal assumptions used in determining post–employment benefit obligations are shown below:	VI					
Discount Rate		9.30%	8.35%	8.57%	7.99%	7.50%
Future salary increases		5.00%	5.00%	5.00%	5.00%	5.00%
Expected return on plan assets		9.25%	9.25%	9.20%	8.75%	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.

27. 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 has been reversed during the year ,since those employee are no longer eligible to subscribe for outstanding ESPS issued to them.

28. 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.219.22 million (Previous Year Rs 213.17 million). The Company has also taken residential/commercial premises on lease which have non–cancellable periods. The future minimum lease payments in respect of such leases are as follows:

in Rs million

	As at March 31	
	2014	**2013**
Within one year	7.32	24.41
After one year and not more than five years	–	7.32
Total minimum lease payments	**7.32**	**31.73**

29. Accounting for Amalgamation

Merger of NDTV One Holdings Limited with the Company

During the financial year ended March 31,2012, 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 02,2012. The accounts of the Company for the year ended March 31, 2013 included 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 Statement of Profit and Loss of NDTV One Holdings Limited as at March 31, 2012 amounting to Rs 179.09 million was shown as an adjustment to the Reserves & Surplus as at March 31, 2013 in Note 4.

30. Segment information

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

31. 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 Convergence Limited

NDTV Labs Limited

NDTV Lifestyle Holdings Limited

NDTV Lifestyle Limited

NDTV Networks Limited (Formerly NDTV Networks Private Limited)

NDTV (Mauritius) Multimedia Limited

NDTV Worldwide Limited

Delta Softpro Private Limited

Indianroots Retail Private Limited (Formerly JA Ethnic Retail Private Limited)

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

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. Related Party Agreements

In order to leverage the existing resources of NDTV/ its subsidiaries and also to ensure economies of scale, NDTV/its subsidiaries have entered into agreements for shared services, content/programme sharing, cross promotions, license, brand & trademarks, content access management, etc. in the ordinary course of business.

III. 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 31,2014.

(in Rs Millions)

	Nature of relationship / transaction	Subsidiary Companies		Key Management Personnel		Total	
		31-Mar-14	31-Mar-13	31-Mar-14	31-Mar-13	31-Mar-14	31-Mar-13
a)	**Sale/purchase of goods and service**						
	Rendering of services	**24.41**	**7.25**	**–**	**–**	**24.41**	**7.25**
	NDTV Convergence Ltd	6.00	4.00	–	–	6.00	4.00
	NDTV Ethnic Retail Ltd	16.92	2.83	–	–	16.92	2.83
	Others	1.49	0.42	–	–	1.49	0.42
	Trade Mark / Royalty Received	**12.62**	**12.58**	**–**	**–**	**12.62**	**12.58**
	NDTV Convergence Limited	7.27	5.45	–	–	7.27	5.45
	NDTV Lifestyle Limited	5.35	7.03	–	–	5.35	7.03
	Others	–	0.10	–	–	–	0.10
	Services availed of	**129.20**	**122.03**	**–**	**–**	**129.20**	**122.03**
	NDTV Convergence Limited	17.92	21.85	–	–	17.92	21.85
	NDTV Lifestyle Limited	111.28	100.18	–	–	111.28	100.18
	Others	–	–	–	–	–	–
	Payment made on behalf of others	**161.88**	**236.09**	**–**	**–**	**161.88**	**236.09**
	NDTV Lifestyle Limited	154.93	215.99	–	–	154.93	215.99
	Others	6.95	20.10	–	–	6.95	20.10
	ESOP cost reimbursed	**2.84**	**3.84**	**–**	**–**	**2.84**	**3.84**
	NDTV Lifestyle Limited	2.84	3.84	–	–	2.84	3.84
	Shared service income	**107.52**	**92.16**	**–**	**–**	**107.52**	**92.16**
	NDTV Convergence Limited	40.17	31.07	–	–	40.17	31.07
	NDTV Lifestyle Limited	56.15	47.84	–	–	56.15	47.84
	NDTV Worldwide Limited	5.58	–	–	–	5.58	–
	Others	5.62	13.25	–	–	5.62	13.25
	Shared service cost	**3.24**	**0.44**	**–**	**–**	**3.24**	**0.44**
	NDTV Ethnic Retail Limited	0.97	–	–	–	0.97	–
	NDTV Lifestyle Limited	2.27	0.44	–	–	2.27	0.44
	Others	–	–	–	–	–	–
	Rental income	**13.36**	**15.92**	**–**	**–**	**13.36**	**15.92**
	NDTV Convergence Limited	7.50	7.59	–	–	7.50	7.59
	NDTV Lifestyle Limited	5.49	7.96	–	–	5.49	7.96
	NDTV Networks Limited	0.37	0.37	–	–	0.37	0.37
	Programs purchased	**10.74**	**12.17**	**–**	**–**	**10.74**	**12.17**
	NDTV Lifestyle Limited	9.51	12.17	–	–	9.51	12.17
	NDTV Convergence Limited	1.23	–	–	–	1.23	–
	Programs sold	**6.91**	**4.32**	**–**	**–**	**6.91**	**4.32**
	NDTV Lifestyle Limited	6.91	4.32	–	–	6.91	4.32
	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-14	31-Mar-13	31-Mar-14	31-Mar-13	31-Mar-14	31-Mar-13
	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	**–**	**–**	**–**	**–**	**–**	**–**
	Delta Soft Pro Pvt Limited	–	–	–	–	–	–
	Metronation Chennai Television Limited	–	–	–	–	–	–
	Loan received on account of merger	**–**	**71.09**	**–**	**–**	**–**	**71.09**
	NDTV (Mauritius) Multi Media Limited	–	71.09	–	–	–	71.09
	Equity Contribution	**24.46**	**117.40**	**–**	**–**	**24.46**	**117.40**
	NDTV Networks Limited– Share application money	17.60	14.70	–	–	17.60	14.70
	NDTV (Mauritius) Media Limited (on account of merger)	–	93.13	–	–	–	93.13
	Delta Soft Pro Pvt Limited– Share application money	6.86	9.57	–	–	6.86	9.57
	Balance at the year end	**–**	**–**	**–**	**–**	**–**	**–**
	Trade Payable	107.35	124.60	–	–	107.35	124.60
	Trade Receivables	167.74	213.94	–	–	167.74	213.94
	Other Receivables	23.02	23.02	–	–	23.02	23.02
	Short Term Loans & Advances	–	44.20	–	–	–	44.20
	Long Term Loans & Advances	44.20	–	–	–	44.20	–
	Other Short Term Borrowings(including restatement on account of exchange rate)	78.54	71.09	–	–	78.54	71.09
c)	**Remuneration to key managerial personnel**	**–**	**–**	**41.49**	**32.04**	**41.49**	**32.04**
	Dr. Prannoy Roy		–	6.06	5.63	6.06	5.63
	Mrs. Radhika Roy		–	6.07	6.07	6.07	6.07
	Mr. K V L Narayan Rao[i]			13.07	8.32	13.07	8.32
	Mr. Vikramaditya Chandra[ii]		–	16.29	12.02	16.29	12.02

[i] Includes Remuneration amounting to Rs 3.80 million paid to Director that exceeds the maximum remuneration payable due to inadequacy of profits, which is subject to Shareholder's approval.

[ii] Includes Remuneration amounting to Rs 4.01 million (Previous year Rs 2.89 million) paid to Director that exceeds the maximum remuneration payable due to inadequacy of profits, which is subject to Shareholder's approval.

The Company has taken corporate gurantee of Rs. 226.80 million from its subsidiary company Delta Softpro Private Limited.This is issued in fovour of Corporation Bank for loan availed.

32. 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

	As at March 31	
	2014	**2013**
Commitments	14.91	8.15
Total	**14.91**	**8.15**

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 these companies in meeting their liabilities as and when they fall due, to the extent of Company's proportion in their respective share capital.

33. Contingent liabilities

Claims against the Company not acknowledged as debts:

(i) Income Tax Matters: Rs. 0.28 Million (Previous Year 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) 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 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.

34. Capital Reduction

During the previous year, the Board of Directors of the Company had approved a Scheme for reduction of capital by way of setting off the losses accumulated upto September 30, 2012 amounting to Rs 1,557.30 million, against the balance in Securities Premium Account as on September 30, 2012 . The Company has received the requisite approvals from the stock exchanges. The shareholders of the Company have also accorded their consent to the reduction of capital vide a special resolution passed by way of Postal Ballot. Pending the regulatory and other approvals/clearances, no effect has been given to the Scheme, which when implemented will have the effect of reducing the accumulated negative balance in the Statement of Profit and Loss as at September 30, 2012 to Nil and the balance in the Securities Premium Account by Rs. 1,557.30 million.

35. Value of imports calculated on CIF basis — in Rs million

Particulars	As at March 31	
	2014	**2013**
Capital Goods	61.83	88.24
Equipments stores and spares	1.18	6.45
Video Tapes	0.12	–
Total	**63.13**	**94.69**

36. Expenditure in foreign currency (accrual basis) — in Rs million

Particulars	As at March 31	
	2014	**2013**
Subscription, Uplinking and news service charges	29.92	71.95
Repairs & Maintenance	25.98	31.97
Travelling expenses	17.44	18.32
Consultancy and Professional fees	32.77	62.82
Other expenses (including production expenses, hire charges, etc)*	3.03	18.41
Total	**109.14**	**203.47**

*The above figures in previous year include Rs.17.14 million being expenses incurred in foreign currency by NDTV One Holdings Limited and transferred to the Company on account of the Merger (refered to in note 29).

37. 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,			
	2014	**2014**	**2013**	**2013**
Tapes				
Indigenous	94.28	1.64	96.89	3.59
Imported	5.72	0.10	3.11	0.12
	100.00	**1.74**	**100.00**	**3.71**
Stores & Spares				
Indigenous	100.00	0.11	100.00	0.13
Imported	–		– –	–
	100.00	**0.11**	**100.00**	**0.13**

38. Earnings in foreign currency (accrual basis) in Rs million

Particulars	As at March 31	
	2014	2013
Advertisement Revenue*	55.30	31.80
Subscription Revenue*	147.63	131.95
Total	**202.93**	**163.75**

* Out of the above Rs. 50.74 million (Previous year Rs.24.16 million) relates to NDTV Lifestyle Limited.

39. Unhedged foreign currency exposure

The foreign currency exposures that are not hedged by a derivative instrument or otherwise are as follows:

	Year ended March 31,					
	2014			2013		
Particulars	**Amount in Foreign Currency in million**	**Exchange Rate**	**INR Equivalent**	**Amount in Foreign Currency in million**	**Exchange Rate**	**INR Equivalent**
Receivables						
AED	0.13	16.27	2.20	0.07	14.79	1.01
AUD	0.02	55.27	1.22	0.02	56.83	0.91
CAD	0.14	54.02	7.61	0.15	53.44	7.95
GBP	0.19	99.85	18.84	0.18	82.32	14.80
EURO	–	–	–	0.02	69.54	1.45
SGD	0.01	47.45	0.34	–	–	–
USD	0.23	60.10	13.68	0.24	54.39	12.84
Grand Total	**0.72**		**43.89**	**0.68**		**38.96**
Payables						
CAD	0.00	54.02	0.08	–	–	–
CHF	–	–	–	0.00	57.19	0.01
EURO	0.01	82.58	1.03	0.01	69.54	0.57
GBP	0.05	99.85	4.69	0.00	82.32	0.41
HKD	0.08	7.70	0.60	0.03	7.00	0.18
JPY	0.20	0.58	0.12	–	–	–
USD	0.25	60.10	15.16	0.09	54.39	4.68
Grand Total	**0.59**		**21.68**	**0.13**		**5.85**

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

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. since no response 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 wherever necessary to conform to this current years' classification.

For Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

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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, 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, 2014, 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 and other applicable authoritative pronouncements 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’ judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the 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 , but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. 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 your attention to note 33(b) to the consolidated financial statements regarding managerial remuneration paid to its directors by subsidiaries, amounting to Rs. 7.24 million during the year ended March 31, 2014 (Rs 23.10 million paid till March 31, 2013), in excess of the limits specified in Schedule XIII to the Companies Act, 1956 (the ‘‘Act’’) which is subject to approval of the Central Government/limits approved for prior years till March 2013 by the Central Government and managerial remuneration paid by Company amounting to Rs. 7.81 million during the year ended March 31, 2014 (Rs 2.89 million paid till March 31, 2013) in excess of the amounts approved by the shareholders of the Company and hence is subject to the approval of the shareholders of the Company pursuant to the provisions of Section 309 of the Act. Further, a subsidiary of the Company has paid managerial remuneration amounting to Rs. 1.50 million during the year ended March 31, 2014 which was subject to compliance with the provisions of Section 314(1) of the Act. During the year, the Central Government has rejected/partially approved the applications made by the subsidiaries in prior years for the managerial remuneration in excess of the limits specified in Schedule XIII to the Act. In the event that the Central Government approvals and approval from shareholders of the Company are not received with regard to the excess payments, the aforesaid amounts are to be refunded by such director(s). Had these amounts been recognised as recoverable from the director(s), the profit/(loss) after taxation for the year would have been Rs. (769.08) million as against the reported figure of Rs. (811.62) million(Previous year Rs. 45.10 million as against the reported figure of Rs. 19.11 million), profit/(loss) per share for the year would have been Rs. (11.93) as against the reported figure of Rs. (12.59)(Previous year Rs. 0.70 as against the reported figure of Rs. 0.30) and Current assets would have been Rs. 4,298.00 million as against the reported figure of Rs. 4,255.46 million (Previous year Rs. 4,736.85 million as against the reported figure of Rs. 4,710.86 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 and Accounting Standard (AS) 23 – Accounting for Investments in Associates in Consolidated Financial Statements, notified under Section 211(3C) of the Companies Act, 1956")/notified under the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
8. Based on our audit and on consideration of reports of other auditor(s) on separate financial statements and on the other financial information of the component(s) of the Group as referred to in paragraph 12 below and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements, *except for the matter referred to in paragraph 6 above,*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, 2014;
   (b) in the case of the consolidated Statement of Profit and Loss, of the loss 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 associate company included in the consolidated financial statements, which constitute net loss of Rs.3.56 million for the period from April 1, 2013 to March 31, 2014. 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 this associate company is based solely on such unaudited financial information furnished to us.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Anupam Dhawan
Partner
Membership Number: 084451

Place of the Signature: New Delhi
Date: May 08, 2014

New Delhi Television Limited
Consolidated Balance Sheet as at March 31,

in Rs million

	Notes	2014	2013
Equity and liabilities			
Shareholders' funds			
Share capital	3	257.89	257.89
Reserves and surplus	4	901.97	1,697.96
		1,159.86	**1,955.85**
Minority		1,715.43	1,750.10
Non–current liabilities			
Long–term borrowings	5	442.63	–
Long–term provisions	6	98.67	91.71
		541.30	**91.71**
Current liabilities			
Short–term borrowings	7	1,256.53	2,220.11
Trade payables	8	690.65	664.93
Other current liabilities	9	718.41	316.60
Short–term provisions	10	0.46	0.73
		2,666.05	**3,202.37**
TOTAL		**6,082.64**	**7,000.03**
Assets			
Non–current assets			
Fixed assets			
Tangible assets	11	968.63	1,269.25
Intangible assets	12	144.57	131.49
Capital work–in–progress		5.56	29.43
Non–current investments	13	181.19	186.74
Deferred tax assets (net)	14	156.33	113.08
Long–term loans and advances	15	363.44	337.85
Other non–current assets	17.2	7.46	221.33
		1,827.18	**2,289.17**
Current assets			
Inventories	16	127.80	163.80
Trade receivables	17.1	1,517.90	1,885.27
Cash and bank balances	18	1,716.81	2,000.96
Short–term loans and advances	15	859.48	646.69
Other current assets	17.2	33.47	14.14
		4,255.46	**4,710.86**
TOTAL		**6,082.64**	**7,000.03**
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 Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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	Saurav Banerjee Group Chief Financial Officer	Anoop Singh Juneja Company Secretary

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

in Rs million except per share data

	Notes	2014	2013
Income			
Revenue from operations	19	4,601.00	5,268.17
Other income	20	356.69	245.96
Total revenue (I)		**4,957.69**	**5,514.13**
Expenses			
Purchase of Stock–in–Trade		34.35	–
Changes in inventories of stock in trade	21.2	(4.68)	–
Production expenses	21.1	1,016.08	1,153.07
Employee benefits expense	22	1,746.79	1,565.01
Operations & administration expenses	23	1,447.98	1,171.72
Marketing, distribution & promotion expenses		1,008.24	1,312.57
Depreciation and amortization expense	24	266.49	275.95
Finance costs	25	202.17	229.22
Total (II)		**5,717.42**	**5,707.54**
Profit before exceptional and extra ordinary items and tax (I) – (II)		**(759.73)**	**(193.41)**
Exceptional items (net)	26	–	(281.35)
Profit/(loss) before tax		**(759.73)**	**87.94**
Tax expense			
Current tax		126.56	82.82
Deferred tax		(43.24)	(0.69)
Tax on earlier years		(0.16)	–
Current tax (Minimum alternative tax)		–	15.70
Less: Minimum alternate tax credit entitlement		–	(15.70)
Total tax expense		**83.16**	**82.13**
Profit/(loss) for the year		**(842.89)**	**5.81**
Share of minority		(34.83)	(12.07)
Share in profit of associate		(3.56)	1.23
Profit/(loss) for the year carried to Reserves & Surplus		**(811.62)**	**19.11**
Earnings / (Loss) per equity share (nominal value of share Rupees 4/–)	27		
Basic			
Computed on the basis of total profit/(loss) for the year		(12.59)	0.30
Diluted			
Computed on the basis of total profit/(loss) for the year		(12.59)	0.30
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 Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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	Saurav Banerjee Group Chief Financial Officer	Anoop Singh Juneja Company Secretary

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

in Rs million

	Notes	2014	2013
Cash flow from operating activities			
Profit/(loss) before tax		**(759.73)**	**87.94**
Adjustments:			
Depreciation/ amortization		266.49	275.95
Tangible/Intangible assets written off		2.45	2.50
Provision for gratuity/leave encashment		9.18	27.61
Loss/ (profit) on sale of fixed assets		(79.53)	(6.96)
Provision for doubtful advances		101.48	5.80
Provision for doubtful advances written back		(0.85)	(24.41)
Advances from customers written back		(23.29)	(126.32)
Liabilities for operating expenses written back		(38.12)	(68.38)
Provision for bad & doubtful debts		127.58	17.01
Bad Debts written off		6.10	10.97
Provision for doubtful debts written back		(0.56)	(18.06)
Provision for diminution in value of investments written back (current plus other long term)		–	(19.17)
Provision for contingencies / (written back)		–	(89.64)
Gain on sale of investment		(101.82)	(137.12)
Employee stock compensation expense		8.02	7.73
Unrealized foreign exchange loss/(gain)		0.80	0.50
Finance costs		202.17	229.22
Interest (income)		(164.95)	(199.79)
Operating profit/(loss) before working capital changes		**(444.58)**	**(24.62)**
Movements in working capital :			
Increase/ (decrease) in trade payables		63.84	54.41
Increase / (decrease) in long/short–term provisions		(2.48)	(4.15)
Increase/ (decrease) in other current liabilities		256.75	(131.04)
Increase/ (decrease) in other long–term liabilities		–	–
Decrease / (increase) in trade receivables		202.54	(312.25)
Decrease / (increase) in inventories		36.00	9.29
Decrease / (increase) in long–term loans and advances		(187.35)	(112.36)
Decrease / (increase) in short–term loans and advances		(18.91)	34.58
Decrease / (increase) in other non–current assets		210.10	(206.44)
Cash generated from /(used in) operations		115.91	(692.58)
Direct taxes (paid)/refunded		(56.20)	(64.82)
Tax paid under protest		(50.00)	(1.00)
Fringe benefit taxes (paid)/refunded		(0.04)	0.38
Net cash flow from/ (used in) operating activities (A)		**9.67**	**(758.02)**
Cash flows from investing activities			
Purchase of tangible/intangible fixed assets, including CWIP		(201.97)	(236.65)
Proceeds from sale of fixed assets		330.46	404.55
Advance received for sale of subsidiary		–	–
Proceeds from sale of current investments		3.96	–
Advance received for sale of investment		12.50	–
Interest received		126.29	186.49
Proceeds/(investment) in Fixed Deposits		333.77	(1,825.58)
Net cash flow from/ (used in) investing activities (B)		**605.01**	**(1,471.19)**

in Rs million

	Notes	2014	2013
Cash flows from financing activities			
Proceeds from minority		0.16	0.18
Proceeds/(repayment) of long–term borrowings		600.65	(78.74)
Proceeds/(repayment) from short–term borrowings		(463.58)	335.40
Proceeds of short term loan		–	500.00
Repayment of short term loan		(500.00)	(500.00)
Proceeds/(repayment) of loan from other parties		–	(82.90)
Finance costs paid		(202.33)	(247.64)
Unpaid dividend movement		0.07	(0.34)
Net cash flow from/ (used in) in financing activities (C)		**(565.03)**	**(74.04)**
Net increase/(decrease) in cash and cash equivalents (A + B + C)		**49.65**	**(2,303.25)**
Cash and cash equivalents at the beginning of the year		175.04	2,478.29
Cash and cash equivalents at the end of the year		**224.69**	**175.04**
Components of cash and cash equivalents			
Cash on hand		2.78	2.35
Cheques/ drafts on hand		–	0.60
With banks– on current account		49.29	62.82
Deposits with original maturity of less than three months		172.62	109.27
	18	**224.69**	**175.04**
Summary of significant accounting policies	2		

1. The above cash flow statement has been prepared under the indirect method setout in AS–3 as notified under section 211(3C) of the Companies Act,1956.
2. Figures in brackets indicate cash outflow.
3. 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 referred to in our report of even date

For Price Waterhouse
Chartered Accountants
Firm Registration No - 301112E

Anupam Dhawan
Partner
Membership Number 084451
Place of Signing : New Delhi
Date: May 8, 2014

For and on behalf of the Board

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

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited
Notes to the Consolidated Financial Statements for the year ended March 31, 2014

1. Corporate information

New Delhi Television Limited (the 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 the business of television media and currently operates three channels including a dual channel (NDTV 24x7, NDTV India , NDTV Profit & Prime). 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) NDTV Worldwide offering high end consultancy for setting up of local television news channels in emerging markets across the world and NDTV Ethnic Retail Limited (ecommerce business of sale of products on the platform www.indianroots.com).

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 Statement of Profit and Loss.

(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.

Provisions: Provisions are recognised when there is 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liability: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.4 Tangible assets

Tangible 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 display's 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.

Revenue from online sale of goods are recognised when the goods has been delivered and all the risk and rewards of ownership has been transferred to the buyer.

Revenue for services provided is recognized 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

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long–term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

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 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.

Finished goods

Inventories related to finished goods are stated at the lower of cost or net realisable value. Cost is deteremined using the first in, first out method. The cost of furnished goods comprises appreals and dresses, Net realisable value is estimated selling price in the ordinary course of business use the estimated cost to make the sale.

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 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter–segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses".

2.21 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	
	2014	**2013**
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, 2014		As at March 31, 2013	
	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, 2013: 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, 2013: 1,753,175) of Rs. 4/– each allotted to the eligible employees of the Company under ESPS 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, 2014		As at March 31, 2013	
	Nos	**% holding**	**Nos**	**% holding**
Equity shares of INR 4 each fully paid				
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 (ESOP) plan of the company. Refer note 29

4. Reserves and surplus

in Rs million

	As at March 31	
	2014	**2013**
Securities premium account		
Opening balance	2,753.68	2,745.95
Additions during the year	5.68	7.73
Closing Balance	**2,759.36**	**2,753.68**
Employee share purchase outstanding (refer note 29)		
Gross employee stock purchase compensation for ESPS/ESOP issued in earlier years	137.01	137.01
Add: Compansation for options granted during the year (refer note 29 c)	33.87	–
Less: Deferred ESOP expenses (refer note 29 c)	(30.66)	–

in Rs million

	As at March 31	
	2014	2013
Less: transferred to securities premium on exercise of stock purchase	(136.13)	(136.13)
Less: issued but not exercised as per scheme	(0.88)	–
Closing Balance	**3.21**	**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	10.19	2.57
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(1,245.82)	(1,264.93)
Profit/(Loss) for the year	(811.62)	19.11
Net surplus/(deficit) in the statement of profit and loss	**(2,057.44)**	**(1,245.82)**
Total reserves and surplus	**901.97**	**1,697.96**

5. Long–term borrowings

in Rs million

	As at March 31,			
	Non–current portion		Current maturities	
	2014	2013	2014	2013
Term loans				
Indian rupee loan from banks i ii & iii	92.63	–	28.50	20.47
Corporate loan from banks	350.00		150.00	
Other loans and advances				
Finance lease obligation (secured)	–	–	–	–
	442.63	**–**	**178.50**	**20.47**
The above amount includes				
Secured borrowings	442.63	–	178.50	20.47
Unsecured borrowings	–	–	–	–
Amount disclosed under the head “other current liabilities” (refer note 9)	–	–	(178.50)	(20.47)
	442.63	**–**	**–**	**–**

Total term loans from banks (current and non–current portions) as at March 31, 2014 are Rs 621.13 million (previous year Rs 20.47 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 500 million (previous year Rs. Nil) are 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, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.	3 yearly instalments –Rs 150 million due on June 30, 2014, Rs 150 million due on June 30, 2015 and balance Rs 200 million due on June 30, 2016.
ii. Term loans from bank amounting to Rs Nil (previous year Rs 20.47 million) are secured by the hypothecation of specific plant and machinery acquired from 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 instalments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (15.02.2007), loan repaid on July 23, 2013.
iii. Term loans from bank amounting to Rs 121.13 million (previous year Rs Nil) are secured by the hypothecation of specific assets ,plant and machinery acquired from 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.	60 equal monthly instalments commencing from July 31, 2013.

6. Provisions

in Rs million

	As at March 31,			
	Long-term		Short-term	
	2014	**2013**	**2014**	**2013**
Provision for employee benefits				
Provision for gratuity (note 28)	98.67	91.71	0.46	0.73
	98.67	91.71	0.46	0.73
Amount disclosed under the head "short term provisions"			(0.46)	(0.73)
	–	–	(0.46)	(0.73)
Total	**98.67**	**91.71**	**–**	**–**

7. Short–term borrowings

in Rs million

	As at March 31	
	2014	**2013**
Secured:		
Working capital loans from banks repayable on demand (refer notes i, ii below)	1,256.53	1,220.11
Short term corporate loan from bank (refer note iii below)	–	500.00
Loan against banks term deposit receipts (refer note iv below)	–	500.00
Total	**1,256.53**	**2,220.11**
The above amount includes		
Secured borrowings	1,256.53	2,220.11
Unsecured borrowings	–	–

i. Rs 1256.53 million (Previous year Rs. Rs 1220.11 million) is secured by a charge created on book–debts of the Company. The loan is further secured by a collateral security given on the office premises at W–17, GK–I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee and the loan is further secured by Corporate Guarantee received from M/s Delta Soft Pro Private Limited for an Industrial plot of land at NOIDA, U.P

ii. Rs. Nil (Previous year Rs. 200 million) is secured against the lien of fixed deposits.

iii. Rs Nil (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, hypothecation of plant and machinery, equipments and all other fixed assets and fixed deposits against margin for Letter of credit/Bank guarantee.

iv. Rs. Nil (Previous year Rs 500 million) is secured against fixed deposit amounting to Rs. Nil (Previous year Rs 500 million)

8. Trade payables

in Rs million

	As at March 31	
	2014	**2013**
Trade payables	690.65	664.93
	690.65	**664.93**

9. Other current liabilities

in Rs million

	As at March 31	
	2014	**2013**
Advances from customers	186.13	55.55
Advance against sale of investment	4.00	–
Income received in advance/deferred Income	153.15	70.47
Interest accrued and due on borrowings	–	0.16
Unpaid dividend	0.27	0.34
Book overdraft	4.22	7.34
Employee benefits payable	90.71	63.26
Statutory dues payable	64.89	68.96
Current maturities of long–term borrowings (note 5)	178.50	20.47
Others	36.54	30.06
	718.41	**316.60**

10. Short–term provisions

in Rs million

	As at March 31	
	2014	**2013**
Provision for employee benefits		
Provision for gratuity	0.46	0.73
	0.46	**0.73**

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, 2013	**43.44**	**278.04**	**80.30**	**1,555.65**	**86.39**	**419.06**	**81.07**	**280.48**	**175.26**	**2,999.69**
Additions	–	2.41	7.08	98.19	3.55	21.24	14.03	40.97	9.98	197.45
Disposals	43.44	218.54	8.42	15.08	–	53.48	0.43	13.94	23.11	376.44
As at March 31, 2014	**–**	**61.91**	**78.96**	**1,638.76**	**89.94**	**386.82**	**94.67**	**307.51**	**162.13**	**2,820.70**
Depreciation										
As at April 01, 2013	**–**	**24.06**	**9.16**	**1,022.32**	**57.12**	**268.94**	**57.24**	**193.73**	**97.87**	**1,730.44**
Charge for the year	–	3.61	1.42	123.13	7.60	43.07	12.10	29.46	24.32	244.71
Disposals	–	25.83	0.24	11.69	–	51.89	0.33	13.01	20.09	123.08
As at March 31, 2014	**–**	**1.84**	**10.34**	**1,133.76**	**64.72**	**260.12**	**69.01**	**210.18**	**102.10**	**1,852.07**
Net Block										
As at 31 March 2014	**–**	**60.07**	**68.62**	**505.00**	**25.22**	**126.70**	**25.66**	**97.33**	**60.03**	**968.63**
As at 31 March 2013	**43.44**	**253.98**	**71.14**	**533.33**	**29.27**	**150.12**	**23.83**	**86.75**	**77.39**	**1,269.25**

12. Intangible assets (in Rs million)

Particulars	Computer Software	Website	Technical Knowhow	Goodwill	Total
Gross block					
As at April 01, 2013	**123.99**	**31.73**	**1.50**	**660.33**	**817.55**
Additions	21.51	13.35	–	–	34.86
Disposals	–	–	–	–	–
As at March 31, 2014	**145.50**	**45.08**	**1.50**	**660.33**	**852.41**
Amortization					
As at April 01, 2013	**74.39**	**29.30**	**1.50**	**580.87**	**686.06**
Charge for the year	19.35	2.43	–	–	21.78
Disposals	–	–	–	–	–
As at March 31, 2014	**93.74**	**31.73**	**1.50**	**580.87**	**707.84**
Net block					
As at 31 March 2014	**51.76**	**13.35**	**–**	**79.46**	**144.57**
As at 31 March 2013	**49.60**	**2.43**	**–**	**79.46**	**131.49**

13 Non–current investments in Rs million

	As at March 31	
	2014	**2013**
Trade investments (valued at cost unless stated otherwise)		
Unquoted		
Investment in Associate		
Astro Awani Network Sdn Bhd		
– 3,424,500 (Previous Year 3,424,500),Equity Shares of RM 1/– each Fully Paid Up (Goodwill on acquisition Rs. 80,877,697)	28.59	27.36
Add: Share of Profit/(Loss) for the year	(3.56)	1.23
	25.03	28.59
Quoted		
Investment in others		
Jaiprakash 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
(Nil (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 Rs 106.44 million (previous year Rs106.44 million)		

in Rs million

	As at March 31	
	2014	2013
Delhi Stock Exchange Limited		
– 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)	–	–
	181.19	**186.74**
Aggregate amount of quoted investments	137.31	139.31
Market value of quoted investments	38.10	74.14
Aggregate amount of unquoted investments	243.96	247.51
Aggregate provision other than for temporary diminution in the value of investment	200.09	200.09

* Sold subsequent to the year end.

14. Deferred tax asset (net)

in Rs million

	As at March 31	
	2014	2013
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	(15.96)	(94.92)
	(15.96)	**(94.92)**
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	30.29	17.53
Accumulated Losses	14.78	167.32
Provision for doubtful debts and advances	130.26	23.15
	175.33	**208.00**
Others	–	–
Gross deferred tax asset	**175.33**	**208.00**
Net deferred tax asset*	**156.33**	**113.08**

* In NDTV Lifestyle Limited deferred tax assets has been recognized only to the extent of deferred tax liability on account of prudence.

15. Loans and advances

in Rs million

	As at March 31,			
	Long Term		Short Term	
	2014	2013	2014	2013
Capital advances				
Unsecured, considered good	74.92	30.78	–	0.00
Security deposit				
Unsecured, considered good	63.17	70.08	45.66	38.69
Doubtful	0.50	–	23.87	34.53
	63.67	70.08	69.53	73.22
Provision for doubtful security deposit	(0.50)	–	(23.87)	(34.53)
	63.17	**70.08**	**45.66**	**38.69**

in Rs million

	As at March 31,			
	Long Term		Short Term	
	2014	2013	2014	2013
Advances recoverable in cash or kind				
Unsecured considered good	–	–	87.87	106.63
Doubtful			191.76	91.63
	–	–	279.63	198.26
Provision for doubtful advances			(191.76)	(91.63)
	–	**–**	**87.87**	**106.63**
Other loans and advances				
Advance income tax (net of provision of Income Tax of Rs. 509.82 million(Previous year Rs.407.54 million)	131.47	144.15	572.25	354.68
Prepaid expenses	2.15	6.42	84.55	72.97
Advances and imprest to employees	2.00	2.02	31.09	30.26
Loan to employees	83.80	84.26	–	–
Advance fringe benefit tax	5.93	0.14	0.16	5.92
Due from Government authorities	–	–	37.90	37.54
Total	**363.44**	**337.85**	**859.48**	**646.69**

16. Inventories

in Rs million

	As at March 31	
	2014	2013
Stores and Spares	2.22	1.40
Video Tapes	1.68	0.82
Finished goods (including goods in transit amounting to Rs. 1.77 million)	4.68	–
Programmes under production and finished programmes	119.22	161.58
	127.80	**163.80**

17. Trade receivables and other assets

17.1 Trade receivables

in Rs million

	As at March 31,			
	Non-current		Current	
	2014	2013	2014	2013
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
unsecured, considered good			183.35	226.58
Doubtful			291.17	154.26
	–	**–**	**474.52**	**380.84**
Provision for doubtful receivables	–	–	(291.17)	(154.26)
	–	**–**	**183.35**	**226.58**
Other receivables				
Unsecured, considered good	–	–	1,334.55	1,658.69
	–	**–**	**1,517.90**	**1,885.27**

17.2 Other assets in Rs million

	As at March 31,			
	Non-current		Current	
	2014	2013	2014	2013
Unsecured, considered good unless stated otherwise				
Non–current bank balances (Refer note 18)	6.05	216.15	–	–
Others				
Interest accrued on fixed deposits	1.41	5.18	33.47	14.14
	7.46	**221.33**	**33.47**	**14.14**

18. Cash and bank balances in Rs million

	As at March 31,			
	Non-current		Current	
	2014	2013	2014	2013
Cash and cash equivalents				
Cash in hand	–	–	2.78	2.35
Cheque In Hand	–	–	–	0.60
Balances with banks	–	–		
Current accounts	–	–	47.28	62.82
EEFC account	–	–	2.01	–
Deposits with original maturity of less than three months	–	–	172.62	109.27
	–	**–**	**224.69**	**175.04**
Other bank balances				
Deposits with original maturity for more than 12 months	–	210.10	–	0.03
Deposits with original maturity for more than 3 months but less than 12 months	–		1,166.83	1,125.55
Margin money deposit	6.05	6.05	325.02	700.00
Unclaimed dividend			0.27	0.34
Amount disclosed under non–current assets	(6.05)	(216.15)	–	–
	–	**–**	**1,716.81**	**2,000.96**

19. Revenue from operations in Rs million

	Year ended March 31	
	2014	2013
Revenue from operations		
Advertisement revenue	2,888.32	3,000.98
Subscription revenue	747.08	711.34
Other news delivery avenues	423.75	390.34
Events	86.95	607.25
Other business income	315.46	332.80
Shared services	–	9.17
Sale of goods	56.92	–
Sale of television software	19.70	14.55
Other operating revenue		
Provision for doubtful debts written back	0.56	6.98
Provision For doubtful advances written back	0.85	0.06
Advances from customers written back	23.29	126.32
Liabilities for operating expenses written back	38.12	68.39
	4,601.00	**5,268.17**

20. Other income

in Rs million

	Year ended March 31	
	2014	**2013**
Interest income on		
Bank deposits	147.97	187.97
Interest earned on income tax refund	16.98	11.82
Gain on Sale of Investment in Mutual Fund	1.96	–
Gain on Sale of Investment in Shares	99.86	
Foreign exchange fluctuations (net)	0.28	27.22
Profit on sale of fixed assets	79.53	6.96
Miscellaneous income	10.11	11.99
	356.69	**245.96**

21.1 Production Expenses

in Rs million

	Year ended March 31	
	2014	**2013**
Consultancy & professional fee	178.16	264.72
Hire charges	44.26	42.94
Graphic, music & editing	34.44	33.53
Video cassettes	3.16	7.09
Subscription , footage & news service	93.27	82.11
Software expenses	13.15	3.04
Transmission & uplinking	148.01	151.45
Sets construction	20.63	23.21
Panelist fees	11.27	17.67
Hosting & streaming services	105.61	83.09
Travelling	104.42	76.98
Stores & spares	2.21	2.64
Amortization of programme	164.71	177.48
Trade Mark/Licence Fee	–	0.22
Other production	92.78	186.90
	1,016.08	**1,153.07**

21.2 Changes in inventory of Stock in trade

in Rs million

	Year ended March 31	
	2014	**2013**
Stock at the beginning of the year	–	
Less: stock at the end of the year	(4.68)	
	(4.68)	

22. Employee benefits expense

in Rs million

	Year ended March 31	
	2014	**2013**
Salaries, wages & other benefits	1,628.39	1,454.41
Contribution to provident and other funds	85.36	76.42
Staff welfare	25.02	26.45
Employee stock compensation expense	8.02	7.73
	1,746.79	**1,565.01**

23. Operations & Administration Expenses in Rs million

		Year ended March 31	
		2014	**2013**
Rent		242.74	231.43
Rates and taxes		31.50	18.68
Electricity and water		66.96	72.38
Printing and stationery		6.98	5.80
Postage and courier		5.28	3.77
Books, periodicals and news papers		38.04	30.63
Local conveyance , travelling & taxi hire		151.30	153.40
Business promotion		28.39	25.59
Repair and Maintenance			
– Plant & machinery		73.87	73.67
– Building		45.33	36.43
Charity and donations		1.25	1.52
Auditors remuneration i		8.63	7.47
Insurance		48.68	43.04
Communication		84.15	88.78
Vehicle		89.55	77.65
Medical		15.76	16.73
Generator hire and running		6.82	7.84
Personnel security		16.68	18.99
Staff training		0.52	0.29
Provision for doubtful debts		127.58	17.01
Provision for doubtful advances		101.48	5.80
Bad debt & doubtful advances written off		6.10	10.97
Security deposit written off	10.67		
Less: Adjusted with provision	(10.67)	–	–
Legal, professional & consultancy i		194.08	179.05
Fixed Asset written off		2.45	2.50
Provision for diminution of Investment		–	–
Subscription expenses		21.75	22.59
Brokerage & commission		4.98	0.39
Miscellaneous		27.13	19.32
		1,447.98	**1,171.72**

i Auditors remuneration in Rs million

	Year ended March 31	
	2014	**2013**
As auditor:		
Audit fee	7.80	7.17
Tax audit fee	–	–
In other capacity:		
Other services (certification fees)	0.24	0.15
Reimbursement of expenses	0.85	0.41
	8.89	**7.73**

24. Depreciation and amortisation expenses

in Rs million

	Year ended March 31	
	2014	**2013**
Depreciation of tangible assets	244.71	251.94
Amortization of intangible assets	21.78	24.01
	266.49	**275.95**

25. Finance costs

in Rs million

	Year ended March 31	
	2014	**2013**
Interest		
– Term loans	12.86	6.83
– Others	181.16	209.96
Bank charges	2.38	2.59
Processing fee	5.77	9.84
	202.17	**229.22**

26. Exceptional items (net)

in Rs million

	Year ended March 31	
	2014	**2013**
Provision for doubtful debts [i]	–	(11.08)
Provision for doubtful advances written back [ii]	–	(24.34)
Provision for diminution in value of investment [i]	–	(19.17)
Gain(net) on sale of investment [iii]	–	(137.12)
Provision for contingencies[i]	–	(89.64)
	–	**(281.35)**

i Pursuant to the settlement agreement between Turner and the Company reached during the previous 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 2011–12 to the extent of amount recovered, was written back during the previous year.

ii Based on an understanding with its subsidiary, the Company 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, the Company and KSL transferred their respective stake in MNC to Educational Trustee Co Private Limited 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 was recongnised 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 was recongnised 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:

	Year ended March 31	
	2014	**2013**
Profit / (Loss) attributable to Equity Shareholders	(811.62)	19.11
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.)	(12.59)	0.30
Diluted Earnings / (Loss) per Equity Share (Rs.)	(12.59)	0.30
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,**				
	2014	**2013**	**2012**	**2011**	**2010**
Changes in the Present value of the Obligation:					
Obligations at year beginning	135.58	116.24	113.53	79.93	89.59
Service Cost – Current	13.85	15.21	12.90	13.23	14.24
Service Cost – Past	–	–	–	28.30	–
Interest Cost	11.32	9.71	9.73	6.32	6.66
Actuarial (gain) / loss	(12.65)	5.17	(6.96)	(8.13)	(9.80)
Benefit Paid	(12.00)	(10.75)	(12.16)	(4.91	(12.88)
Less: Obligation on sale of subsidiary	–	–	–	–	(7.93)
Adjustment on account of Merger	–	–	–	(0.84)	–
Obligations at year end	136.10	135.58	117.04	113.90	79.88
Change in plan assets:					
Plan assets at year beginning, at fair value	43.14	49.22	54.91	55.10	51.96
Expected return on plan assets	3.99	4.55	5.05	4.82	4.83
Actuarial gain / (loss)	(0.65)	(0.59)	(0.08)	(0.40)	–
Contributions	0.05	–	0.16	–	10.86
Benefits paid	(9.57)	(10.04)	(10.82)	(4.56)	(12.55)
Plan assets at year end, at fair value	36.96	43.14	49.22	54.96	55.10
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	136.10	135.58	117.40	113.90	79.88
Fair value of the plan assets at the end of the year	36.96	43.14	49.22	54.96	55.10
Liability recognised in the Balance Sheet	99.14	92.44	67.82	58.95	24.79
Defined benefit obligations cost for the year					
Service Cost – Current	13.85	15.21	12.90	13.23	11.00
Service Cost – Past	–	–	–	28.30	–
Interest Cost	11.32	9.71	9.73	6.32	6.28
Expected return on plan assets	(3.99)	(4.55)	(5.05)	(4.82)	(4.83)
Actuarial (gain) / loss	(12.00)	5.77	(6.87)	(7.73)	(8.99)
Net defined benefit obligations cost	9.18	26.14	10.70	35.33	3.45
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,				
	2014	2013	2012	2011	2010
The principal assumptions used in determining post–employment benefit obligations are shown below:					
Discount Rate	9.30%	8.35%	8.57%	7.99%	7.50%
Future salary increases	5%	5%	5%	5.00%	5.50%
Expected return on plan assets	9.25%	9.25%	9.20%	8.75%	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.					

(2) Leave Encashment

Particulars	For the Year ended March 31,			
	2014	2013	2012	2011
Changes in the Present value of the Obligation:				
Obligations at year beginning	–	–	–	0.38
Service Cost – Current	–	–	–	0.18
Interest Cost	–	–	–	0.03
Actuarial (gain) / loss	–	–	–	(0.08)
Benefit Paid	–	–	–	(0.08)
Obligations at year end	–	–	–	0.43
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
Fair value of the plan assets at the end of the year	–	–	–	–
Liability recognised in the Balance Sheet	–	–	–	0.43
Defined benefit obligations cost for the year				
Service Cost – Current	–	–	–	0.18
Interest Cost	–	–	–	0.03
Expected return on plan assets	–	–	–	–
Actuarial (gain) / loss	–	–	–	(0.08)
Net defined benefit obligations cost	–	–	–	0.13
Investment details of plan assets	–	–	–	–
The principal assumptions used in determining post–employment benefit obligations are shown below:				
Discount Rate	–	–	–	8.00%
Future salary increases	–	–	–	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 at the begining of year is Rs. 0.873 million (Previous year Rs. 0.873 million) towards 11,250 (Previous year 11,250) shares, has been reversed during the year ,since those employee are no longer eligible to subscribe for outstanding ESPS issued to them.

(b) NDTV Lifestyle – Employee Stock Option

The Board of Directors of NDTV Lifestyle, on May 9, 2008, 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.

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 2.84 million (Previous year Rs 3.84 million) has been charged to the Statement of Profit and Loss during the year.

(c) NDTV Convergence – Employee Stock Option

The Board of Directors of Company 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 Company. NDTV Group Employees Trust would hold such shares on behalf of employees of Company and employees of the ultimate parent company hereinafter referred to as beneficiaries. The Trust Deed provides that if a beneficiary employee ceases 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.

During the year the Company has identified beneficiaries of 1,934 equity shares to whom ESOPs have been allotted. In aggregate, the Company has identified beneficiaries for 4,201 (Previous Year 2,267) (Net of forfeiture of 734) equity shares till March 31, 2014. The Company is recognizing the excess of the fair value, based on independent valuation, over the issue price as an expense in the Statement of Profit and Loss over the vesting period.

(d) NDTV Worldwide – Employee Stock Option

In view of the proposed restructuring of the Company and its subsidiaries, the employees who had opted for the surrender of their stock vested/unvested/unexercised options, granted to them under ESOP 2004, the Company instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for compensating the aforesaid employees of the Company and its subsidiaries by granting shares thereunder. Accordingly, the Scheme was formulated in accordance with the SEBI (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

In the previous year(s), NDTV Worldwide had identified beneficiaries in respect of entire 9,566 equity shares issued to the Trustees of NDTV Group Employees Trust. Out of the same, 9,566 shares were transferred in the name of beneficiaries by Trustees of NDTV Group Employees Trust. NDTV Worldwide has recognised 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 Nil million (Previous year Rs Nil) has been charged to the Statement of Profit and Loss 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. 242.74 million (Previous Year Rs224.73 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	
	2014	2013
Within one year	29.75	38.39
After one year and not more than five years	35.27	38.00
Payable after five years	–	–
Total minimum lease payments	**65.02**	**76.39**

31. Interest in a joint venture

The Company's interests, as a venture, in jointly controlled entities as at March 31, 2014 are:

Name of the Company	Country of Incorporation	% Voting power held As at March 31, 2014	Voting power held As at March 31, 20131
NGEN Media Services Private Limited	India	0%	0%

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	
	2014	2013[1]
Current assets	–	–
Non–current assets	–	–
Current liabilities	–	–
Non–current liabilities	–	–
Equity	**–**	**–**
Revenue	–	64.95
Depreciation	–	(0.87)
Employee benefit expense	–	(49.48)
Other expense	–	(17.37)
Exceptional Items		
Profit before tax	–	(2.77)
Income–tax expense	–	–
Profit after tax	**–**	**(2.77)**

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

32. Segment reporting

The Company has considered " business segment" as the primary segment. The Company is primarily in the business of television media and currently operates three news channels (NDTV 24x7, NDTV India & Ndtv Profit/Prime) in India. Retail/ E commerce includes sale of products on the platform www.indianroots.com.The "Geographical Segments" have been considered for disclosure as the secondary segment, under which the domestic segment includes sales to customers located in India and the overseas segment includes sales to customers located outside India.

Primary Segment Information (Business Segments) (in Rs Millions)

		Year ended					
		External Sales		**Internal Segment Sales**		**Total**	
		March 31, 2014	**March 31, 2013**	**March 31, 2014**	**March 31, 2013**	**March 31, 2014**	**March 31, 2013**
I.	**Segment Revenue**						
	a) Television Media and related operations	4,537.75	5,268.17	85.46	1.90	4,623.21	5,270.07
	b) Retail/E–commerce	63.25	–	–	–	63.25	–
	Segment Total	**4,601.00**	**5,268.17**	**85.46**	**1.90**	**4,686.46**	**5,270.07**
	Eliminations					(85.46)	(1.90)
	Income From Operation					**4,601.00**	**5,268.17**
II.	**Segment Results**						
	a) Television Media and related operations					(308.81)	36.21
	b) Retail/E–commerce					(248.75)	(0.40)
	Total					**(557.56)**	**35.81**
	Eliminations					–	–
	Consolidated Total					**(557.56)**	**35.81**
	Unallocable expenses					–	–
	Profit (Loss) before interest and tax					**(557.56)**	**35.81**
	Finance costs					202.17	229.22
	Profit/(Loss) from ordinary activities after finance cost but before exceptional items					**(759.73)**	**(193.41)**
	Exceptional Items					–	(281.35)
	Profit/(Loss) from ordinary activities before tax					**(759.73)**	**87.94**
	Tax expense					83.16	82.13
	Net Profit/(Loss) for the Period after tax					**(842.89)**	**5.81**

		Year ended			
		Segment Assets		**Segment Liabilities**	
		March 31, 2014	**March 31, 2013**	**March 31, 2014**	**March 31, 2013**
III.	**Other Information**				
	a) Television Media and related operations	5,676.15	6,886.12	3,129.41	3,293.67
	b) Retail/E–commerce	250.16	0.83	77.94	0.41
	Total	**5,926.31**	**6,886.95**	**3,207.35**	**3,294.08**

		Year ended					
		Capital Expenditure		**Depreciation**		**Non Cash Expenditure other than depreciation**	
		March 31, 2014	**March 31, 2013**	**March 31, 2014**	**March 31, 2013**	**March 31, 2014**	**March 31, 2013**
a)	Television Media and related operations	174.89	236.65	262.60	275.95	339.95	39.33
b)	Retail/E–commerce	27.07	–	3.88	–	–	–
	Total	**201.96**	**236.65**	**266.48**	**275.95**	**339.95**	**39.33**

Secondary Segment Information In Rs. millions

	Year ended							
	Domestic		Overseas		Unallocated		Total	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Revenue from External customers	17.53	–	39.39	–	5.09	–	62.00	–
Segment assets	–	–	–	–	226.96	–	226.96	–
Capital expenditure during the year	–	–	–	–	23.20	–	23.20	–

Notes:–

a) Domestic segment includes delivery of goods sold in India.

b) Overseas segment includes delivery of goods sold outside India.

c) Unallocated revenue includes shared service income, promotion income and interest income.

d) Segment assets includes fixed assets, inventories, sundry debtors, cash and bank balances, other current assets, loans and advances.

e) Capital expenditure during the year includes fixed assets.

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, 2014 (Directly or Indirectly)	Shareholding as on March 31, 2013 (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
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
NDTV Emerging Markets BV	Netherlands	19–Feb–07	–	Liquidated wef September 13,2012
NDTV (Mauritius) Multimedia Limited (Associate Company till April 30, 2010)	Mauritius	29–Aug–08	100% held by the Company	100% held by the Company, Post–Merger of NDTV one holding limited with New Delhi Television 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
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

Name of the Company	Country of Incorporation	Date of becoming a part of group	Shareholding as on March 31, 2014 (Directly or Indirectly)	Shareholding as on March 31, 2013 (Directly or Indirectly)
NDTV Ethnic Retail Limited (Formerly NDTV Ethnic Retail Private Limited)	India	26–Mar–13	20.04% held by NDTV Worldwide Limited 40.09% held by NDTV Convergence Limited	37.55% held by NDTV Worldwide Limited, 33.20% held by NDTV Convergence Limited
Indianroots Retail Private Limited (Formerly JA Ethnic Retail Private Limited)	India	28–Nov–13	100% held by the NDTV Ethnic Retail Limited	N.A
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
ASSOCIATES				
Astro Awani Network Sdn Bhd	Mauritius	4–Jul–06	10% held by Company, 10% held by NDTV Networks Limited	10% held by Company, 10% held by NDTV Networks Limited

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 & Director of NDTV Ethnic Retail Limited
Saurav Banerjee	Group CFO & Director of NDTV Ethnic Retail Limited
Ajay Mankotia	Managing Director of NDTV Networks Limited & Director of Delta Softpro Pvt Lmited, NDTV Media Limited, Indianroots Retail Private Limited
Anoop Singh Juneja	Director of Delta Softpro Pvt Limited
Projit Chakrabarti	Spouse of CEO of NDTV Lifestyle Limited
Divya Laroyia	Spouse of CEO of NDTV Worldwide Limited
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, 2014			For the year ended March 31, 2013		
	KMP	Relatives	Total	KMP	Relatives	Total
Remuneration Paid	125.26	10.40	135.66	106.42	9.41	115.83
K.V.L. Narayan Rao [ii]	23.07		23.07	16.82		16.82
Smeeta Chakrabarti	19.56		19.56	16.96		16.96
Dr. Prannoy Roy [i]	12.06		12.06	11.63		11.63
Vikramaditya Chandra [iii & iv]	31.69		31.69	26.44		26.44
Shyatto Raha [v]	11.48		11.48	10.44		10.44
Ajay Mankotia	13.67		13.67	11.60		11.60

in Rs million

Nature of relationship / transaction	For the year ended March 31, 2014			For the year ended March 31, 2013		
	KMP	Relatives	Total	KMP	Relatives	Total
Projit Chakrabarti		4.65	4.65		4.58	4.58
Divya Laroyia		5.75	5.75		4.83	4.83
Others	13.73		13.73	12.53		12.53
Services Availed of	**0.00**	**2.65**	**2.65**	**0.00**	**2.23**	**2.23**
Seema Chandra		2.65	2.65		2.23	2.23

i includes remuneration amounting Rs 1.20 million paid to a Director that exceed the maximum remuneration payable due to inadequacy of profits, which is subject to Central Government's approval. During the year the Company has received partial approval from the Central Government for amounts paid to Director for the years ended March 31, 2013 and March 31, 2012. The total amount pending Central Government approval for previous years is Rs 7.20 million.

ii includes remuneration amounting to Rs 3.80 million (Previous year Nil) which exceeds the maximum remuneration payable due to inadequacy of profits and is subject to Shareholders' approval. "During the year, the subsidiary company has received partial approval from the Central Government for amounts paid for the year ended March 31, 2013 and March 31, 2012. Hence the total amount pending Central Government approval for previous years is Rs 12.20 million. Further, during the current year, the subsidiary has paid managerial remuneration amounting to Rs 1.50 million which is subject to the approval of the Shareholders of the Company pursuant to the provisions of Section 188 of the Companies Act, 2013 (erstwhile Section 314(1) of the Companies Act, 1956).

iii includes remuneration amounting to Rs 4.01 million (Previous year Rs 2.89 million) which exceeds the maximum remuneration payable due to inadequacy of profits and is subject to Shareholders' approval.

iv includes employee stock compensation expense.

v includes remuneration amounting Rs 6.04 million which exceeds the maximum remuneration payable due to inadequacy of profits and is subject to Central Government's approval. During the year the subsidiary has received rejection / partial approval from the Central Government for amounts paid for the years ended March 31, 2013 and March 31, 2012.

The total amount pending Central Government approval for previous years is Rs 3.70 million. Further, during the current year Shareholders approval has been received for an amount of " Rs 0.25 million paid for the year ended March 31, 2013.

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	
	2014	2013
Commitments	15.84	11.81
Total	**15.84**	**11.81**

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/corporate Guarantees issued for Rs. 232.95 million (Previous Year Rs7.80 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. 0.28 Million (Previous Year 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. 82.56million (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.

c. 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 02,2012.

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 previous year, the Board of Directors of the Company had approved the process of 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. The Company has received the requisite approvals from the BSE and NSE. The shareholders of the Company have also accorded their consent to the reduction of capital vide a special resolution passed by way of Postal Ballot. Pending the regulatory and other approvals/clearances, no effect has been given to the process of reduction of capital, which when implemented will have the effect of reducing the accumulated negative balance in the Statement of Profit and Loss as at September 30, 2012 to Nil and the balance in the Securities Premium Account by Rs. 15,573 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 it's 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 previous 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 February 7, 2014, had accorded their in–principle approval to the merger of NDTV Labs Limited with NDTV Convergence Limited. The Scheme of Arrangement for the aforesaid merger is being finalized and the merger process will be initiated after taking regulatory approvals.

41. Acquisition of stake in NDTV Ethnic Retail Limited

During the previous year, NDTV Worldwide Limited and NDTV Convergence Limited has acquired respectively of 37.55% and 33.20% stake in NDTV Ethnic Retail Limited , 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. Non Current Investment

In September, 2013, two subsidiaries of the Company sold 13,769 equity shares of NDTV Ethnic Retail Limited, to an investor for a consideration of Rs 100 million, which resulted in a gain of Rs 99.86 million. The aforesaid consideration has not been realized as envisaged in the agreement with the investor. Subsequent to the year end, following the investor's inability to pay the agreed consideration, the two subsidiaries have initiated steps to settle the transaction and have made a provision for the unrealized consideration of Rs 100 million in their respective books of account.

43. Going concern

Keeping the current economic environment and other factors, 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.

44. Previous year figures

The previous year figure has been reclassified, where ever necessary to conform to this year's classification.

As per our report of even date

For Price Waterhouse	For and on behalf of the Board		
Chartered Accountants			
Firm Registration No - 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	Vikramaditya Chandra Group CEO & Executive Director	Saurav Banerjee Group Chief Financial Officer	Anoop Singh Juneja Company Secretary
Date: May 8, 2014			

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 Limited	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	72.88	3,040.77	(183.05)	303.32	(127.72)	(8.76)	(1.70)	1,898.11	142.37
3	Total Assets	87.53	3,406.47	460.59	588.11	21.22	61.79	91.43	2,235.67	205.76
4	Total Liabilities	87.53	3,406.47	460.59	588.11	21.22	61.79	91.43	2,235.67	205.76
5	Investments	–	2,115.78	–	180.09	–	–	–	2,231.52	0.17
6	Turnover	4.81	124.47	518.49	723.18	1.30	0.02	–	0.01	216.75
7	Profit before Taxation	3.93	(386.09)	(160.88)	109.44	(1.73)	(3.57)	(17.17)	(187.34)	13.38
8	Provision for Taxation	–	38.32	0.08	36.24	–	–	–	–	4.05
9	Profit after taxation	**3.93**	**(424.41)**	**(160.96)**	**73.20**	**(1.73)**	**(3.57)**	**(17.17)**	**(187.34)**	**9.33**
10	Dividend	–	–	–	–	–	–	–	–	–

S.No	Name of the subsidiary	NDTV Ethnic Retail Limited (Formerly NDTV Ethnic Retail Private Limited)	Indianroots Retail Private Limited (Formerly JA Ethnic Retail Private Limited)
1	Capital	0.85	0.10
2	Reserves	(69.08)	(2.23)
3	Total Assets	249.92	1.60
4	Total Liabilities	249.92	1.60
5	Investments	0.10	–
6	Turnover	63.00	1.10
7	Profit before Taxation	(246.52)	(2.23)
8	Provision for Taxation	–	–
9	Profit after taxation	**(246.52)**	**(2.23)**
10	Dividend	–	–

For and on behalf of the Board

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Place of Signing : New Delhi
Date: May 8, 2014

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

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