

August 16, 2019

National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza  
Plot No.C/1, G-Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

BSE Limited  
Department of Corporate Service - Listing  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001

**Trading Symbol : "TV18BRDCST"**

**Script Code : 532800**

Dear Sirs,

**Sub : 14<sup>th</sup> Annual General Meeting of the Company – Annual Report and Cut-off date for E-voting**

We wish to inform you that the 14<sup>th</sup> Annual General Meeting of the members of the Company will be held on **Wednesday, September 11, 2019** at 10:30 a.m. at Y.B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 ("Meeting").

The Annual Report for the Financial Year 2018-19 including the Notice convening the Meeting is attached herewith.

The Company will provide to its Members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The e-voting communication giving instructions for e-voting, being sent alongwith the Annual Report, is also attached. **The Cut-off date for remote e-voting and voting at the venue of the Meeting is Wednesday, September 4, 2019.**

Kindly take the above information on your record.

Thanking you,

Yours faithfully,  
for **TV18 Broadcast Limited**

  
**Deepak Gupta**  
**Company Secretary**

Encl : As above

TV18 Broadcast Limited  
(CIN – L74300MH2005PLC281753)

Regd. office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013  
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TV 18

# INFORMATION, ENTERTAINMENT, IMPACT

ANNUAL REPORT 2018-19



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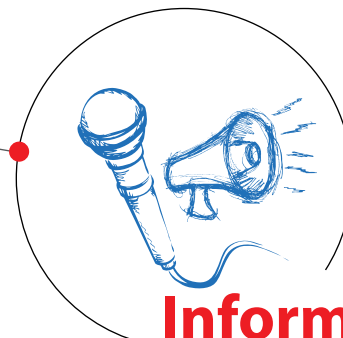
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## Information

From everywhere,  
For everyone

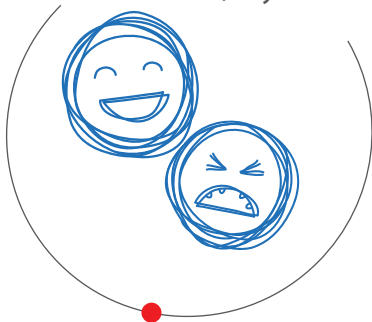
# INFORMATION, ENTERTAINMENT, **IMPACT**

TV18 is home to India's largest news network and third largest entertainment network with marquee brands like CNBC-TV18, CNN-News18, Colors, MTV & Nick.

We inform our viewers through our accurate, insightful, and timely news. We entertain our audience by creating compelling and clutter-free content. We impact the lives of millions of our viewers by enhancing their knowledge and inspiring their emotions, through engaging with them in their own language.

## **Entertainment**

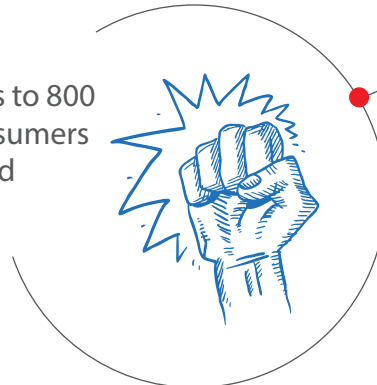
Fresh ideas, myriad emotions



**Our programmes touch the lives of 800+ million people, representing 95% of India's television viewing universe. One in every two Indians consume our broadcast content.**

## **Impact**

- Story-tellers to 800 million consumers
- Unparalleled outreach



# CHAIRMAN'S MESSAGE TO SHAREHOLDERS

## Dear Shareholders,

FY 2018-19 has been a year of unprecedented change for the TV and Digital media industry. Amidst a new regulatory regime in broadcasting, rising competitive intensity in digital and an ad-environment that ebbed and flowed, we are happy to have emerged stronger and having reinforced our consumer connect. A strong and pipe-agnostic content strategy, innovations in programming formats, and a focus on building robust platforms have been the keys to our success. We have continued to enhance our reputation as the premier multi-platform destination for objective, cutting-edge news and entertainment that pushes the envelope.

We reach 800 mn Indians today through our 55 domestic TV channels, making 1 in 2 Indians a consumer of our broadcast content. The past year was defined by regional content consumption and monetisation across news, entertainment and digital. Our portfolio of channels and digital properties reaches consumers in 15 languages across 26 states. Building on our position as India's top media house with unparalleled reach, we touch the lives of Indians across geographies and genres every day, speaking in their own language.

We are the No. 1 news broadcaster by a wide margin. Our entertainment portfolio is the youngest and fastest growing amongst peers, and is the No. 3 pan-India entertainment network. In addition to TV broadcasting, it includes a film studio renowned for clutter-free cinema (a peerless example is the film "Andhadhun") and leading OTT platform VOOT. A key achievement has been our foray into subscription models in our flagship digital properties, aimed at embracing change and accelerating growth.

We remain committed to invest across segments and stitch partnerships across the media value-chain, so as to ring-fence growth and leadership, derive synergies of scale and cost, and improve profitability in the medium-term.

Regards,

**Adil Zainulbhai**  
Chairman



# A BROAD PALETTE OF CUTTING-EDGE CONTENT

TV18 is a subsidiary and the broadcast arm of the Network18 group, one of India's leading and most diversified media conglomerates. We straddle both the News and Entertainment domains, striving to touch the daily lives of Indians across regions - making them think, learn and smile.

## What Defines Us



TV18 is one of India's most watched broadcast networks, offering general and business news, and mass as well as niche entertainment in Hindi, English and regional languages.



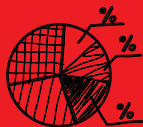
**India's No. 1** TV News network by reach, viewership share and revenue



**1 in 2 Indians** consume our content on television



**India's 3<sup>rd</sup> largest** entertainment broadcaster



**Viewership share of 13.4%** across news, entertainment and infotainment



**Partner of choice** for global media behemoths like Viacom, NBCU, Turner and A+E Networks



**India's No. 2 broadcaster (video-on-demand platform)**, with a content library of 60,000 hours



**Largest regional news network**, with a reach of 540 million

# OUR PORTFOLIO OF STRONG BRANDS

We are one of the leading broadcasters in India, and the most diversified. Our portfolio includes marquee brands like CNBC-TV18, News18 India, Colors, MTV and Nickelodeon. We reach every corner of the country through 55 domestic channels, speaking to India's diverse audience in a language of their choice. We also touch the Indian diaspora across the globe through 16 International channels.



## TELEVISION

### NEWS

#### BUSINESS NEWS



#### GENERAL NEWS



#### REGIONAL NEWS



# ENTERTAINMENT

## HINDI GENERAL ENTERTAINMENT



## HINDI FILMS



## ENGLISH ENTERTAINMENT



## YOUTH AND MUSIC



## REGIONAL ENTERTAINMENT



## KIDS ENTERTAINMENT



## INFOTAINMENT



## DIGITAL

### OTT - VIDEO ON DEMAND



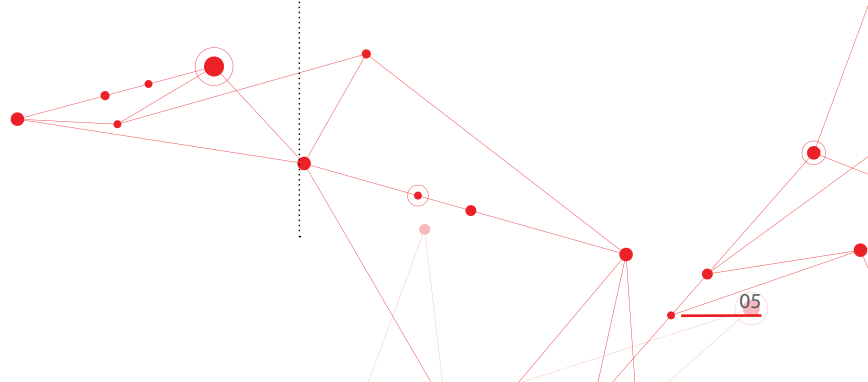
### DIGITAL CONTENT



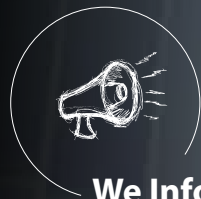
## FILM PRODUCTION AND DISTRIBUTION



## CONTENT ASSET MONETISATION







**We Inform**

# KEEPING OUR VIEWERS INFORMED

**We are the No. 1 news network in India with the highest news viewership market share. We are known for responsible news reporting through our trusted and award-winning anchors, intelligent analysis, innovative, in-depth and comprehensive news coverage and concepts. We inform and engage millions of Indians across all demographics.**



Cemented No. 1 position amongst news networks and maintained leadership, even compared with legacy brands and free-to-air networks



Maintained No. 2 rank among Hindi News channels; Reached No. 1 position in metro cities during evening prime time



Improved ranking to No. 3 in English News genre



Maintained No. 1 rank in English and Hindi Business News



Expanded to 12 languages; Added three new languages during the year



**10.6%**  
**Viewership**

TV News viewership share in FY 2018-19

## WE GO BEYOND THE STUDIO



### Rising India Summit

Themed 'Beyond Politics: Defining National Priorities', the marquee Thought Leadership Summit was attended by the Honourable Prime Minister of India. The Summit is a distinctive combination of insightful analysis and discussions between key decision-makers, celebrating India's successes and deliberating on the future.

### Mahabharat - Special Election Programming

We presented special programming on General Elections 2019 under the umbrella of "Mahabharat", which was telecast in 15 different languages on 20 news channels. This was powered by thousands of on-ground journalists and supported by cutting-edge product, design, and technology.



### Beyond Elections

With 3,500 hours of content with over 200 shows and segments, we catered to the youth and first-time voters through this programme, which focussed on the aspirations of common people. The programme was presented through vox-pops, audience-based shows and surveys, campaign trails, political satires, humour and personal sides of politicians, huge video walls etc.



**We Entertain**

## THROUGH A UNIQUE BLEND OF ORIGINAL PROGRAMMING

**We are riding on smartly curated content defined by differentiated storylines, fresh subjects, and innovative concepts and formats, all of which cater to diverse consumer preferences. With a wide-ranging presence in television, movies, digital and film production, we continue to captivate our audiences with compelling content across platforms.**

### Television

We deliver thematic and innovative programming through varied TV shows on Colors and Colors Cineplex, that are as inclusive as they are exclusive.

We also entertain through non-fiction tent-pole shows like Khatron Ke Khiladi, India's Got Talent and Bigg Boss.

### Key Updates

- During the year, Rishtey and Cineplex were shifted to the pay ecosystem and rebranded as Colors Rishtey and Colors

Cineplex, respectively. This established them as premium urban entertainment destinations.

- The Colors Cineplex library is getting strengthened as a full-fledged pay movie channel.
- Regional GEC channels in Marathi and Kannada increased viewership, while Gujarati and Bengali improved monetisation.
- MTV Beats rose to #4 rank in the cluttered music category.
- In-depth shows and documentaries on History TV18 engage with superior technology-driven formats to deliver an immersive viewing experience.
- FYI TV18, a contemporary lifestyle entertainment channel, caters to the needs of young and dynamic Indian audiences – from relationships to food, home, travel and glamour.





**Movies**

- We are renowned for clutter-breaking cinema, and an enviable success rate. The genre-defining movie "Andhadhun" was a prime example, as it wowed critics and the box-office alike.
- We sharpened our focus on regional cinema with movies like Thackeray (bilingual in Hindi & Marathi), Ani... Dr Kashinath Ghanekar (Marathi), and Devadas (foray into Telugu).





**We Create Impact**

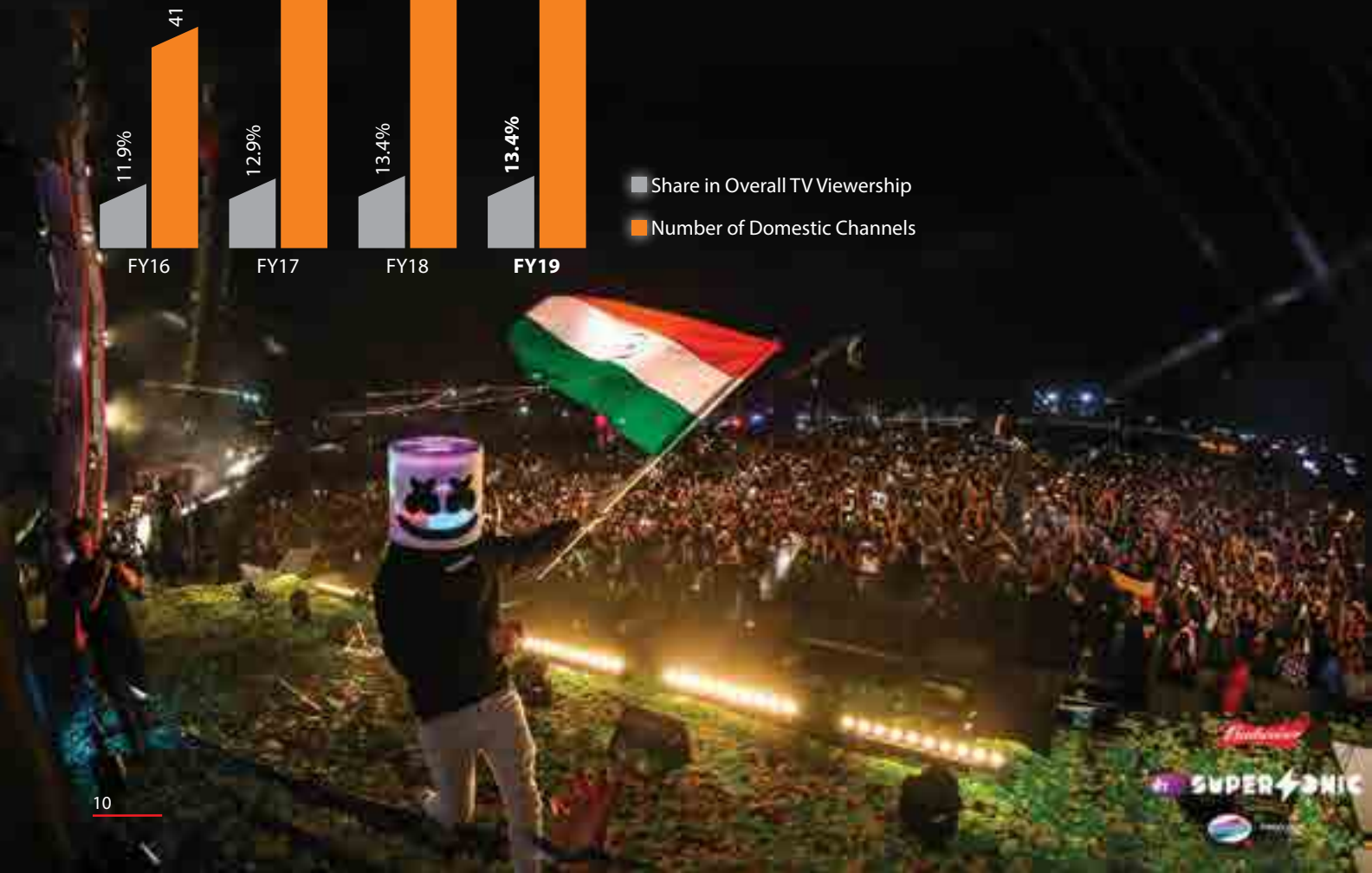
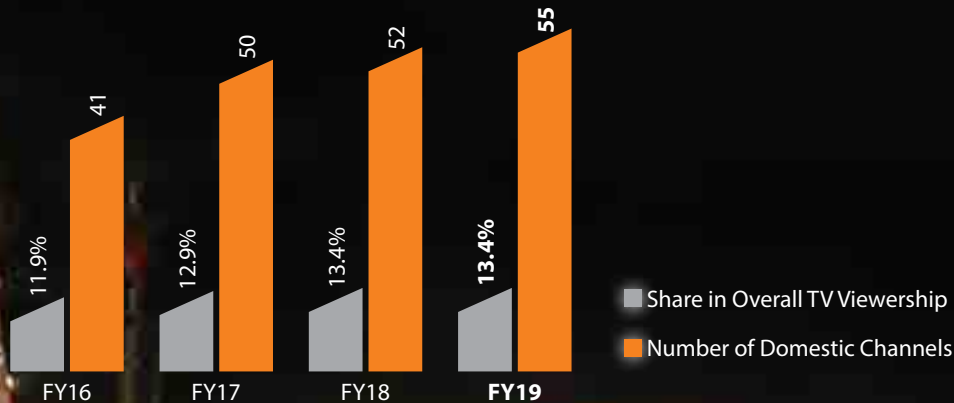
# TOUCHING LIVES, CAPTIVATING MINDS

TV18 and affiliates\* and have a 13.4% share of India's TV viewership.

Viewers spend a half an hour each day with our broad palette of brands across News and Entertainment. Our homegrown brands News18 and Colors are etched onto the collective consciousness of India's diverse populace.

\* Affiliates include Eenadu Television Private Limited

## Growth in Viewership share and Channels



# How are we Creating an Impact?



**Archana Shukla** won the RedLink Award for the Best Business & Economy coverage for the television category at the Mumbai Press Club's annual RedLink Awards



Our brands across TV and Digital have a **strong social media presence**, making us a key influencer



**Zakka Jacob**  
'The Best News Presenter' 2018



**Naagin** #1 fiction show



**Khatron ke Khiladi** #1 non-fiction show



**CNBC Awaaz**  
Best Business Channel on International Commodities Coverage – CPAI (Commodity Participants Association of India) 2018



**Bollywood Roundtables**  
The best entertainment talk show



**Dance Deewane** #1 dance show on TV

## DIFFERENTIATED CONTENT, INTEGRATED PLATFORMS

**We have a pipe-agnostic approach to content and believe in reaching our viewers on every screen and platform. Our content backbone from TV allows us to expand into the Digital medium with agility. VOOT and CNBCTV18.com extend the reach of our TV brands into the new ages.**

AT VOOT, we are developing 30+ original multi-lingual web series cutting across genres – ranging from crime to comedy, romcoms to relationship dramas across language, generating high viewership. With Marzi, 'F' se Fantasy, and Its' Not That Simple, we are creating fresh content with modern sensibilities and a premium feel.

### Video On-Demand

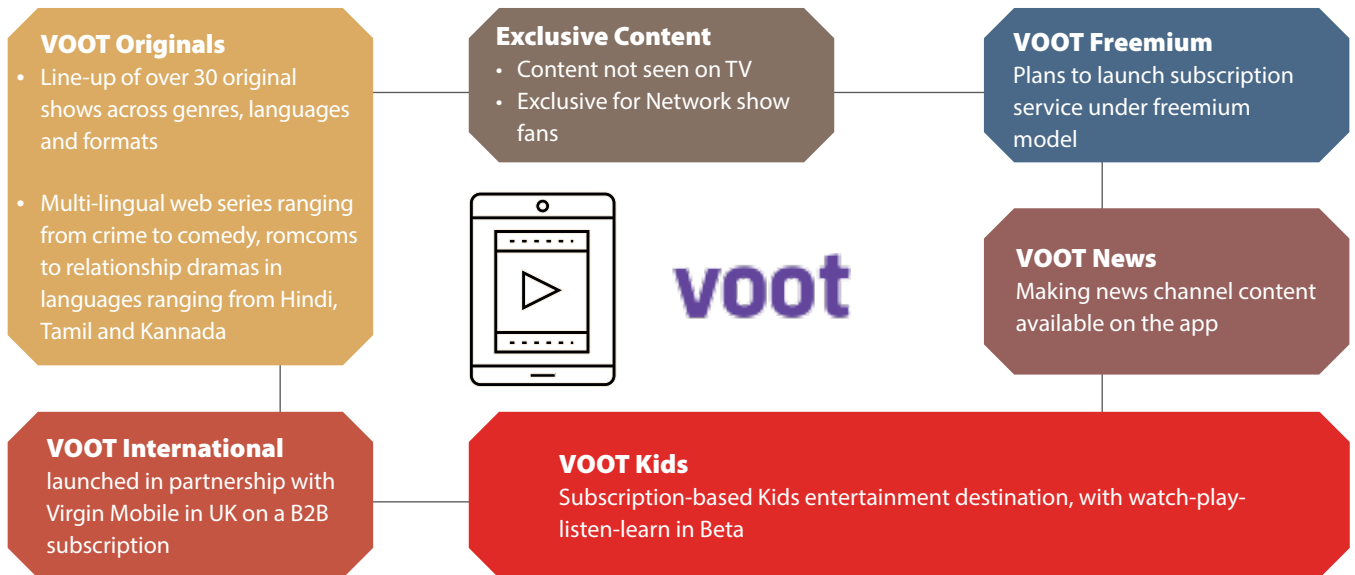
## voot

VOOT is the second-largest Indian VOD (Video On-Demand) platform, hosting over 60,000 hours of catch-up and value-added content from Viacom18's library. It is leveraging smartphone penetration, increasing geographical coverage of high-speed data and reducing data cost by capturing the digital landscape and offering innovative content on new-age platform.



- Surpassed 100 billion minutes of watch-time and gross downloads of 132 million
- Gained more than 45 million Monthly Active Users (MAUs)
- More than 85% of content consumption comes from mobile devices

**At VOOT, we are experimenting with newer business models and a continuously refreshed content palette.**



**Creating Digital Destinations**

**VOOT Studios**, a content tech solution for advertisers looking to connect with digital audiences with branded shows, sponsorships, interactive formats and bespoke solutions.



The website **CNBCTV18.com** has completed one full year of successful operations. It has established itself well among the digital viewers through several innovative formats of business reporting and a series of podcasts that transform the channel’s rich content digitally. The platform has been steadily growing by creating a format of business journalism unique to India.



# SCALING UP OUR REGIONAL FOCUS

**Our regional portfolio has been our star performer of the year, as we augmented the consumption of regional content and monetisation across broadcasting and digital. We are carving a regional strategy by strengthening our regional presence across TV and Digital in the regional markets and widening our reach.**



### Entertainment

After the entry into Tamil with Colors Tamil late last fiscal, we further deepened our presence in regional entertainment with the launch of Colors Kannada Cinema. This regional movie channel complements our leading GECs in Karnataka. The channel opened well with 70 million gross viewership and became the No. 2 Movie Channel in the second week of launch.



### News

The regional TV news cluster has the highest reach and viewership in India, with 540 million viewers tuning into the network and a 6% share of news viewership. News18 Rajasthan and News18 Uttar Pradesh maintained No. 1 and No. 2 rank in the respective regions.



### Movies

- Leveraging growth opportunities in regional movies with Apla Manus, Cycle, Ani... Dr Kashinath Ghanekar and Bhai.
- Devadas has been our first feature film in Telugu. We also completed our first Malayalam film, while two movies are in progress in Gujarati and Bangla.



# WE ARE ACCESSIBLE, AVAILABLE AND AFFORDABLE

Under the New Tariff Order, we aim to be the go-to network that best caters to content needs across demographics and geographies. With our “consumer first” strategy, we enable viewers to pay only for what they watch through our economic and competitive bouquets. Our carefully curated packs bring the best value-for-money for an Indian household.



The new tariff regime is a transparent and consumer-focused regulation that gives freedom and choice to the end-user. It is a pioneering move that aims to increase transparency across the broadcast value chain. It empowers consumers to select channels of their choice and improves transparency across the broadcast ecosystem. The regulation is expected to turn the broadcaster model from B2B to B2C, thereby improving yields for broadcasters with a strong content proposition.



Our base offering, the "Colors Wala pack" provides the widest spread of premium content at a class-leading price-point. Our channel brands have witnessed a strong uptake in the new tariff regime, which places the consumer at the centre of the broadcasting business model more than ever.

## BOARD OF DIRECTORS



### Adil Zainulbhai

Adil is the Chairman of the Boards of Network18 and TV18. He is a Mechanical Engineering graduate from the Indian Institute of Technology and an MBA from Harvard Business School. He is currently the Chairman of Quality Council of India, where he has worked on several projects for the Government around many of its flagship schemes. He retired as the Chairman of McKinsey India and during his 34-year stint, he led its Washington office and founded the Minneapolis office. He is very active in community and social causes.



### P.M.S. Prasad

Prasad is a Science and Engineering graduate. An Executive Director at Reliance Industries Ltd., he has contributed to its growth over the past three decades across various positions in the petrochemicals refining and marketing, exploration and production and fibres businesses. He is the recipient of the Energy Executive of the Year Award in 2008 from Petroleum Economist for his exemplary leadership in steering Reliance's diversification from a refining and petrochemicals to an exploration and product business company. He has been felicitated with an honorary doctorate by the University of Petroleum Engineering, Dehradun, for his contribution to the petroleum sector.



### Dhruv Subodh Kaji

Dhruv is a Commerce graduate from University of Mumbai and an Associate Member of the Institute of Chartered Accountants of India. He is a Financial Advisor and a Management Consultant with an experience of over 31 years. He has expertise in evaluating and guiding business projects in India and abroad. He has served as Finance Director of Raymond Limited.



### Rajiv Krishan Luthra

Rajiv is the Founder and Managing Partner of Luthra & Luthra Law Offices, one of India's largest law firms. He has over 32 years of experience in advising clients on a vast range of commercial transactions including infrastructure projects. He has been conferred with Alumni of Harvard Law School and a Fellow of the British Commerce Society and the Royal Geographical Society. He is a member of SEBI's High-Level Committee for 'Reviewing Insider Trading Regulations' and SEBI's Committee on 'Rationalization of Investment Routes and Monitoring Foreign Portfolio Investments'.



### Jyoti Deshpande

Jyoti has over 26 years of experience in media and entertainment across advertising, media consulting, television and film. She is the President – Content and Media for Reliance Industries Limited and leads the company's initiatives to create original content such as films and web series across Hindi and multiple languages under the Jio Studios banner. She also has a critical oversight role across all of RIL's media investments such as Viacom18, Network18, IndiaCast, Balaji Telefilms and JioSaavn with a view to integrate the synergies across these diverse media companies to build maximum value and growth. She is responsible for designing and implementing the consumer content proposition for all of Jio's platforms whether mobility or fibre-to-the-home.



### Rahul Joshi

Rahul is associated with the Network18 Group since September 2015. Rahul has done his Masters in Management Studies from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai University. Prior to joining the Network18 Group, Rahul worked with The Economic Times for more than two decades, where he rose through the ranks to quickly become one of India's youngest editors, and has also worked as its editorial director. He also launched ET NOW and helped shape the digital coverage of ET Online. He also has worked with The Indian Express in the past and is also on the board of News Broadcasters Association (NBA).



### Renuka Ramnath

Renuka is the Founder, Managing Director and CEO of Multiples Alternate Asset Management, a private equity manager and advisor to funds of ~ USD 1 bn. She has over 30 years of experience in the Indian financial sector across private equity, investment banking and structured finance. She started her career with the ICICI Group and has held leadership roles in investment banking, structured finance and e-commerce. She led ICICI Ventures as the MD & CEO to become one of the largest private equity funds in India. One of the most experienced private equity fund managers in India, Renuka has a full cycle track record of investing capital raised from global institutions. She is a Board member of EMPEA, the global industry association for private capital in emerging markets. She is also the Vice-Chairperson of the Executive Committee of Indian Venture Capital Association. Renuka has obtained a graduate degree in textile engineering from V.J. Technological Institute (VJTI), University of Mumbai and a post graduate degree in management studies from University of Mumbai. She has also completed the Advanced Management Program from the Graduate School of Business Administration, Harvard University.

# CORPORATE INFORMATION

**BOARD OF DIRECTORS****Adil Zainulbhai**

Chairman and Independent Director

**Dhruv Subodh Kaji**

Independent Director

**Rajiv Krishan Luthra**

Independent Director

**Renuka Ramnath**

Independent Director

**P.M.S. Prasad**

Non-Executive Director

**Jyoti Deshpande**

Non-Executive Director

**Rahul Joshi**

Managing Director

**GROUP CHIEF FINANCIAL OFFICER**

**Ramesh Kumar Damani**

**COMPANY SECRETARY**

**Deepak Gupta**

**AUDITORS**

**S.R. Batliboi & Associates LLP**

Chartered Accountants

**BANKERS**

Axis Bank Limited

ICICI Bank Limited

Kotak Mahindra Bank Limited

Yes Bank Limited

**REGISTERED OFFICE**

First Floor, Empire Complex

414, Senapati Bapat Marg, Lower Parel

Mumbai - 400 013, Maharashtra

Tel: +91 22 6666 7777/4001 9000

Email id: investors.tv18@nw18.com

Website: www.nw18.com

**REGISTRAR & TRANSFER AGENTS****Karvy Fintech Private Limited**

Karvy Selenium, Tower B, 6<sup>th</sup> Floor

Plot 31-32, Gachibowli, Financial District

Nanakramguda, Hyderabad - 500 032

Ph: +91 40 6716 1700

Fax: +91 40 6716 1680

Email id: tv18investor@karvy.com

Website: www.karvyfintech.com

Toll Free No.: 1800 425 8998



**STATUTORY  
REPORTS**

# MANAGEMENT DISCUSSION AND ANALYSIS



13.4%

Growth of M&E sector in 2018, Y-o-Y

## FORWARD-LOOKING STATEMENTS

Statements in the Management Discussion and Analysis, which describe the Company's objectives, projections, estimates, expectations, may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation.

## COMPANY OVERVIEW

'TV18 Broadcast Limited', a subsidiary of Network18, is one of the largest broadcasting companies in India. It runs the largest news network in India which spans across business news (4 channels with market leadership), general news (1 each in English and Hindi) and regional news (14 channels across India, including joint venture News18-Lokmat). Marquee brands CNBC-TV18 and CNN-News18 are part of this bouquet.

TV18's entertainment subsidiary Viacom18 (a joint venture with Viacom Inc.) operates an array of entertainment

channels. The entertainment portfolio comprises Hindi general entertainment channels, English entertainment, movies, youth and musical entertainment, kids genre and regional entertainment channels. This includes leading brands such as Colors, MTV and Nickelodeon. The Group has a presence in the movies business too, through Viacom18 Motion Pictures. TV18's Infotainment subsidiary AETN18 (a joint venture with A+E Networks) operates factual entertainment and lifestyle channels History TV18 and FYI TV18, respectively. TV18 and Viacom18 have formed IndiaCast, a multi-platform content asset monetisation JV.

India continued to be the world's fastest growing major economy in FY 2018-19.

**INDIAN ECONOMY**

India continued to be the world's fastest-growing major economy. After touching a high of 8% in the first quarter of FY 2018-19, GDP growth fell steadily in the second and third quarter to 7% and 6.6%, respectively<sup>1</sup>. The declining rates were triggered by a slowdown in both private and public expenditure, manufacturing and agriculture. Although household spending, government consumption and inventories fell, there was a marginal pick-up in capital formation and some improvement on the external trade front.

In its World Economic Outlook (April 2019 update)<sup>2</sup>, the IMF suggested that India's growth is expected to pick up to 7.3% in 2019 and 7.5% in 2020 on the back of a sustained recovery in investment and strong consumption, triggered by a more expansionary monetary policy stance and some impetus expected in the fiscal space as well.

**INDIAN MEDIA & ENTERTAINMENT****Industry overview**

Despite falling quarterly economic growth, the Media & Entertainment (M&E) industry grew by a strong 13.4% in 2018, more than the nominal GDP, to reach ₹ 1.67 trillion (US\$ 23.9 billion), according to the 'FICCI-EY - 2019 report, A Billion Screens of Opportunity'. With its current trajectory, the sector is expected to cross ₹ 2.35 trillion (US\$ 33.6 billion) by 2021, at a CAGR of 11.6%.

Akin to 2017, all segments of the M&E industry posted growth, with digital media in the lead (only surpassed by the nascent, niche sub-segment of online gaming). While television retained its position as the largest segment, digital media grew sharply by 41.9%, while print, once again, grew the slowest at a negligible 0.7%. In terms of size, however, television and print continued to top the list, followed by filmed entertainment and digital media.

<sup>1</sup>Trading economics| Mospi

<sup>2</sup><https://www.imf.org/en/Publications/WEO/Issues/2019/03/28/world-economic-outlook-april-2019>

₹ 1.67 trillion

Size of the Indian M&E sector in 2018





**Segment-wise Growth in the M&E Industry**

	2017	2018	2019E	2021E	CAGR 2018-21
Television	660	740	815	955	8.8%
Print	303	306	317	338	3.4%
Filmed entertainment	156	175	194	236	10.6%
Digital media	119	169	223	354	28.0%
Animation and VFX	67	79	93	128	17.4%
Live events	65	75	86	112	14.0%
Online gaming	30	49	68	120	35.4%
Out of Home media	34	37	41	49	9.2%
Radio	29	31	34	39	8.0%
Music	13	14	16	19	10.8%
<b>Total</b>	<b>1,476</b>	<b>1,674</b>	<b>1,887</b>	<b>2,349</b>	<b>12.0%</b>

Source: EY Analysis

All figures are gross of taxes (₹ billion) for calendar years; E-Estimated

Within this milieu, advertising outpaced subscription in terms of growth rate and volume, demonstrating that it was finally over the transitory effects of demonetisation and the implementation of the Goods & Services Tax (GST). Digital advertising led growth with a 34% increase over 2017, while television advertising stayed steady with 14% growth, driven by sporting events, state elections, and growth in regional advertising. Growth in subscription was largely on account of international film exhibition revenues, the digitisation of DAS-III and IV television markets and digital streaming on Over-the-top (OTT) video platforms. Among some of the interesting trends that emerged during the year, media buyers began shifting budgets to segments with more Direct to Consumer (D2C) capabilities. On the other hand, Small and Medium Enterprises (SMEs) diverted advertising spends towards digital platforms from the traditional channels of yellow pages, local print, Out-of-home (OOH) and radio. Further, there was a spike in digital subscription and in the demand for original digital content over 2017. And most interestingly, Indian content was much appreciated on global platforms.

**Growth Drivers**

**Expansion of the Digital Content Universe**

According to a report by KPMG, since around 95% of Indian homes have a single

TV, consumers are driven towards mobile consumption. This trend will drive the OTT market to potentially reach 100 million monthly OTT users by 2020<sup>3</sup>.

The increasing demand for content by OTT platforms is already apparent, as is the trend towards localisation strategies to engage audiences further. Consequently, in 2018, the demand for original digital content increased by around 1,200 hours, leading to a rise in cost of content creation<sup>4</sup>.

**Explosion of regional digital content**

A study by KPMG in India and Google (April 2017) 'Indian Languages – Defining India's Internet' suggests that languages are expected to take centre stage in digital consumption in the years to come with 521 million Hindi language speakers currently and approximately 500 million other Indian language speakers compared to English speakers at 124 million. Indic language internet users are expected to be 75% of India's internet user base by 2021.

**Re-emergence of Advertising spends**

The recovery in advertising expenditure was driven by two primary factors. On the one hand, advertisers have recovered from the transient impacts of demonetisation and the shift to GST, which caused a temporary slack in their

12.0%

Expected CAGR for M&E sector between 2018 and 2021

momentum. At another level, there is a fresh realisation that personalised and targeted communications are possible due to the gaining popularity in online video and paid searches. As a result, advertisers have begun to consider using online video and television to make a greater impact; while television offers a wider reach, online video enables better targeting and scope to optimise frequency. Interestingly, there was also a clear shift towards performance-led advertising spends, as opposed to just brand building. Advertisers are also showing growing interest in audiences that visit platforms for content and can get drawn away to e-commerce platforms when interested in purchasing. This emerging trend is expected to attract innovative advertising strategies, and therefore, flexible budgets.

**Subscription gains acceptance amongst consumers**

A World Administrative Radio Conference (WARC) report, 'Trend Snapshot, Media in the subscription economy', observed that there is a growing willingness in consumers

<sup>3</sup>IndiaTrends2018: Trends Shaping Digital India – KPMG, May 2018

<sup>4</sup>EY-ASSOCHAM report



34%

Digital advertising growth in 2018 over 2017

to pay for digital content services. This is apparent from the expanding subscriptions to OTT services like Netflix and music-streaming services like Spotify. In India, the number of users who paid for any online content (not including content consumed through bundled telco offerings) almost doubled from 7.5 million in 2017 to 12-15 million in 2018. Reflecting this trend, the digital subscription market grew 262% during this period to touch ₹ 14.2 billion. Telco bundling offerings, however, continued to be significant, accounting for an estimated 60% of consumption.

**The world watches India**

Beyond the regular demand for Indian content from the great Indian diaspora, during 2018 it was appreciated by the non-diaspora audience too. Consequently, global digital platforms have begun to buy more Indian content. This has opened up a huge new opportunity for domestic content creators to showcase their skills and produce and garner greater revenues.

**Fund inflows spur industry infrastructure**

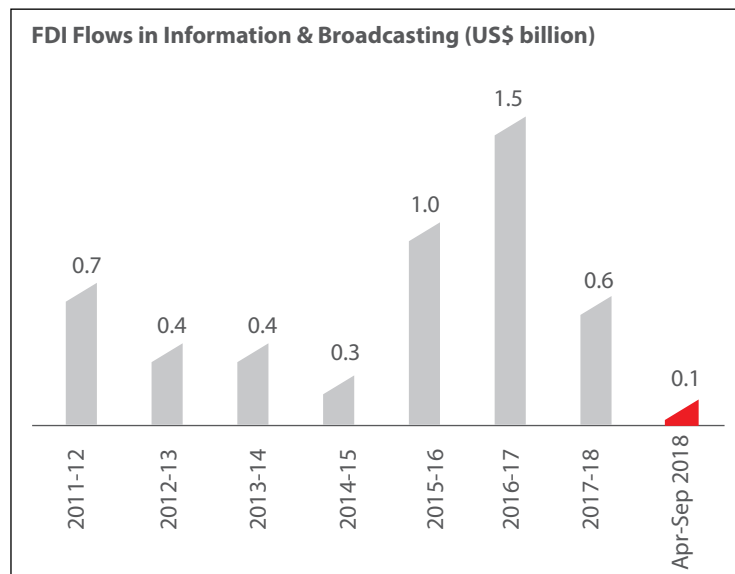
There has been greater liberalisation in FDI norms for the telecom sector since 2013, and the media & entertainment industry since 2015 and 2016. In June 2016, 100% FDI through the automatic

route was allowed in teleports, DTH, cable networks, mobile TV, headend-in-the-sky broadcasting service and cable networks. This resulted in a volatile, but upward trend in FDI inflows into the information and broadcasting sector.

**Media gains traction from thought-provoking and life-impacting events**

In recent times, due to the reach of social media and increasing conversations around events that impact the social-

political-economic fabric of the country, the media has played a role in conveying perspectives too. Events and movements such as #Metoo, #BalakotStrikes, #Elections2019, and others have played a role in driving content consumption in the news space. In fact, a large part of FY 2018-19 was spent in preparedness for the elections. The trend of covering such social-political-economic events and movements appears to be here to stay.



Source: DIPP



12%

Growth of TV industry in 2018, over 2017

**OUTLOOK FOR THE MEDIA INDUSTRY**

The world has recognised the fact that India offers a huge market which is extremely diverse and spans across virtually every type of media. Despite the current vibrancy and strong progress, the growth story is far from peaking. Advertising spends as a percentage of GDP in India are still relatively low. Further, the uptick in wireless broadband connectivity and infrastructure seen alongside the country's predominantly young demographics presents a vast new opportunity.

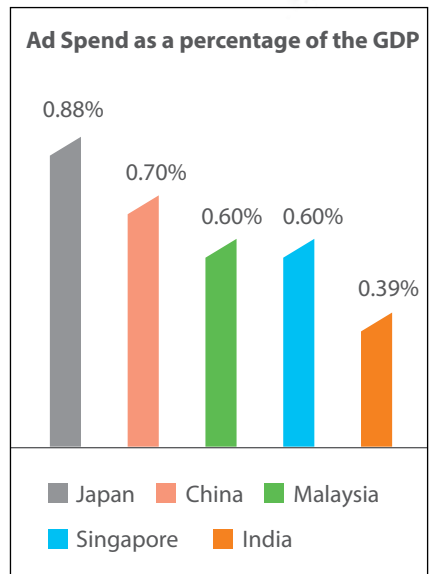
According to a PWC report, 'Global Entertainment & Media Outlook 2018-2022', the Media and Entertainment industry in India is expected to grow at a CAGR of 11.6% between 2018 and 2022 to reach ₹ 3.5 trillion. Some encouraging trends that supported the growth of this industry were the rise in device penetration, falling Internet prices, increasing demand for content and preferences for portability.

**THE INDIAN TELEVISION INDUSTRY**

**Overview**

The Indian TV industry grew 12% (gross of taxes) to ₹ 740 billion in 2018, according to the FICCI-Frames 2019 report. TV advertising revenues grew by 14% to reach ₹ 305 billion, while subscription revenues grew 11% to ₹ 435 billion. However, the implementation of the New Tariff Order (NTO) by the regulator Telecom Regulatory Authority of India (TRAI) in Q4 FY 2018-19 dragged the fiscal year's growth, as advertisers pulled back spends due to flux around implementation issues in the distribution value-chain. The NTO allows consumers to choose the channels they would wish to watch and pay for only those channels they subscribe to, which is a major change in the broadcasting business model prevalent in India.

In terms of viewership, the average time spent on watching television increased to 3 hours 46 minutes per day. This amounted to an all-time high total of around one trillion man minutes.



**Television Segment Revenues**

(In ₹ billion)

	2017	2018	2019E	2021E
Advertising	267	305	333	403
Distribution	393	435	481	551
<b>Total</b>	<b>660</b>	<b>740</b>	<b>815</b>	<b>955</b>

Source: EY analysis  
₹ billion (gross of taxes); E-Estimated

**Trends in the TV industry**

The television industry is gaining importance as a medium of impact with 2/3rd of Indian households now owning TVs, as per Broadcast Audience Research Council (BARC)'s latest Broadcast India survey. Of these television connects, 88% were digital in 2018, up from 72.6% in 2016. This digitisation of channels increased the width of consumption, as reflected in a rise in the number of unique channels viewed by a household in a day. It went up from 12 pre-digitisation (2017) to 15 post-digitisation (2018).

**Advertising**

Data from TAM Media Research's AdEX India reveals that in 2018, TV attracted 10,962 advertisers and covered 16,857 brands. Of these, around 50% (5,382 advertisers) were not on print or radio. Further, advertising insertions increased by 15% in 2018, while advertising revenues grew 14%.

**Rural areas in focus**

Interestingly, regional advertising outpaced national advertising growth. This was largely due to the fact that national brands began to spend more on non-metro markets to salvage growth. This was particularly after GST created a level-playing field between national and regional brands.

**Broadcasters offering TV+Digital ad-solutions**

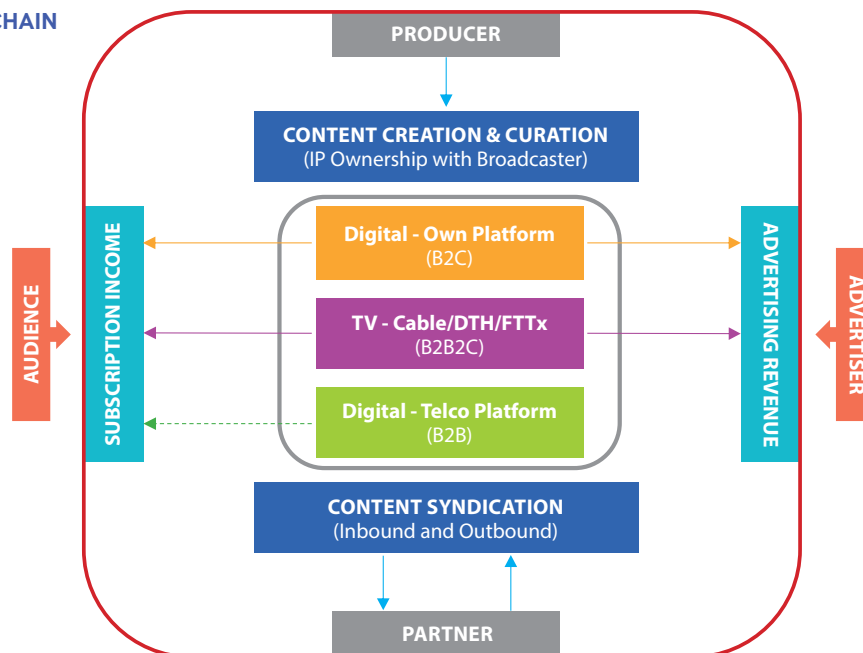
In order to seek better monetisation of marquee properties, broadcasters began offering combinations of advertising across OTT and linear TV platforms. It also enabled increased utilisation of digital inventory. By customising their offerings, they enabled advertisers to display separate messaging to segmented audiences.

**Distribution**

With the electrification drive in the states of Bihar and Jharkhand, the growth in television households was the highest in these States at 24%, followed by Assam, Sikkim and North East at 21%.

Additionally, there has been an increase in multiple TV homes in 2018 to 4 million households. In the lead, in terms of the highest incidence of multiple TV homes are UP / Uttarakhand, Delhi, West Bengal, Haryana, Himachal Pradesh, Jammu and Kashmir and Punjab and Chandigarh.

**BROADCAST VALUE CHAIN**





88%

Digitisation in TV viewing households

**TV Owning Household and Mode of Signal**

Mode of Signal	2017	2018
Cable	98.5	103
DTH*	52	56
HITS	1.5	2
Free TV	31	36
<b>Total</b>	<b>183</b>	<b>197</b>

Television household in millions | BARC, EY analysis

\*Net of temporarily suspended subscribers

**ARPU increases in DAS III and IV**

The digitisation drive has also impacted the world of TV distribution positively. By 2018, India achieved 88% digitisation in TV viewing households. According to BARC, 31% of TV viewing households had paid Direct-to-home (DTH), 13% had free DTH and 44% had digital cable. This number indicates a 15% growth over 2016 and has contributed significantly to the growth in end-subscriber pricing.

Side by side, there have been changes in the subscriber mix, which have affected DTH Average Revenue Per User (ARPU). There have been a number of incremental subscribers at lower price points, while some have moved to lower value regional packs.

As a result, while the ARPU for Digital Addressable Cable TV Systems (DAS) I and DAS II for 2018 remained within the same band as 2017, digitisation led to an increase in collections from end-users in DAS-III and DAS-IV markets, with many cities crossing the ₹ 200 per month threshold.

**ARPU based on DAS Markets**

Markets	2017 ₹ per month	2018 ₹ per month
DAS-I	250-350	250-350
DAS-II	200-325	200-325
DAS-III	150-225	175-225
DAS-IV	125-200	125-225

Source: Industry Discussion: EY analysis

**Quest for quality viewing**

With the rise in aspirational viewing, there is a strong and growing preference for High Definition (HD) channels. In response, the number of HD channels grew from 78 in 2017 to 92 in 2018, marking a growth of 18%. This was well received and reflected in the fact that HD viewership grew 57% in 2018 to reach 874,000 impressions, according to the Broadcast India Survey.

At another level, there has been a shift in the use of high-end television sets. The number of LED / LCD / Plasma television sets grew from 14% in 2017 to 21% in 2018. In addition, the sale of Smart TV sets crossed 10 million, though as few as 10% of them could be connected.

**Price sensitive customers step up**

The FICCI-EY report revealed that price-sensitive customers had begun to adopt both a Free Dish box as well as a paid TV service. This exercise of discretion and leveraging of flexibility offered by distributors and Distribution Platform Operators (DPOs) was typically activated during holidays and during times when there were large sporting events.

**Broadcasters get a larger piece of the pie**

The share of subscription revenues for broadcasters increased to around 25% of the total ground collections at ₹ 110 billion. With subscriber migration from the old tariff regime to the new tariff order, the share of broadcasters, especially from cable subscribers, is expected to increase significantly.

## Content

### Consumption trends

Content from the 'Films and Entertainment' genres, broadly categorised as escapism, has been predominantly in demand in 2018. Over half of the total content consumed (53%) was in the form of general entertainment, while an additional 24% was films. Despite 43% of TV channels in India being classified as news channels, news viewership remained at 7%.

Regional channels drove an overall growth of 13% in viewership. While Hindi content consumption clocked a 15% increase, the highest growth of 34% was recorded by Oriya, followed by Assamese (26%), Marathi (25%), Bhojpuri (22%) and Urdu (20%).

There was also a shift in sports viewership in proportion terms. While cricket still commanded a robust 19% of sports viewership in 2018, according to BARC data, wrestling took the number 1 position with a share of 20%. Kabaddi and Volleyball made it to the top five, with shares of 17% and 6%, respectively.

### Growing penchant for the second screen

There has been a growing preference for second screen interactivity through laptops, tablets, smartphones and handheld gaming units. Sensing this, large TV broadcasters began to implement second screen interactivity for premium properties with great success. Beyond delivering viewer stickiness and an increase in viewership to broadcasters, these consumer engagement initiatives rewarded players all along the value chain. OTT platforms witnessed an increase in app downloads and subscription numbers, while advertisers were able to leverage innovative ways to engage with customers and increase sampling.

### TRAI's New Tariff Order

The New Tariff Order (NTO) has implemented amendments to various aspects of the distribution of content. This has been initiated to create an ecosystem that is fair to viewers and suitably remunerative to all players along the value chain. This included revenues related to the cost of providing services and carrying content, Inter-connect agreements

between DPOs and broadcasters, and between Local Cable Operator (LCO) and Multiple System Operator (MSO), and last but not the least, channel pricing and offerings. By setting caps on fees and charges, declaring sharing ratios, MRPs and minimum receipts, it has laid out clear guidelines to pre-empt future disputes and breaches of faith. This could go a long way towards facilitating growth, transparency and impartiality, and eventually benefit consumers, broadcasters and those in between.

### Conclusion

With new regulations in place and successful implementation of digitisation of Television, the M&E industry now rests on a stronger base, which will support future growth. At the same time, an unfolding of demand for various types of content across geographies, including international viewers, will drive the industry to create and package more content, more innovatively. With the help of data and analytics, advertisers and distributors can also hope to make more informed choices and monetise these choices better.





**Strategic advantages and competitive strength**

TV18 is the only broadcasting Company in India which spans both news and entertainment, across national and regional, in English, Hindi and vernacular languages.

- TV18's television channels reach out to 800+ million people in India, representing 95%+ of the TV viewing universe. This makes more than 1 in every 2 Indians a consumer of our broadcast content.
- TV18 has cemented its #1 position amongst News networks in India. Its 20 domestic channels span 15 languages, providing a solid leadership in reach. With a 10.6% share of news viewership in FY 2018-19, TV18 maintains its leadership even versus to legacy brands and free-to-air networks.

- Subsidiary Viacom18 (a JV with Viacom Inc) is the youngest and fastest growing premium entertainment network in India. It is the #3 pan-India entertainment broadcaster (ex-sports), with an 11.1% viewership share in FY 2018-19. Apart from TV broadcasting, its full-portfolio-offering includes a film studio renowned for clutter-breaking cinema and a leading OTT platform.
- VOD platform VOOT has 45 million monthly active subscribers, and the highest watch time per day per viewer amongst broadcaster OTTs.

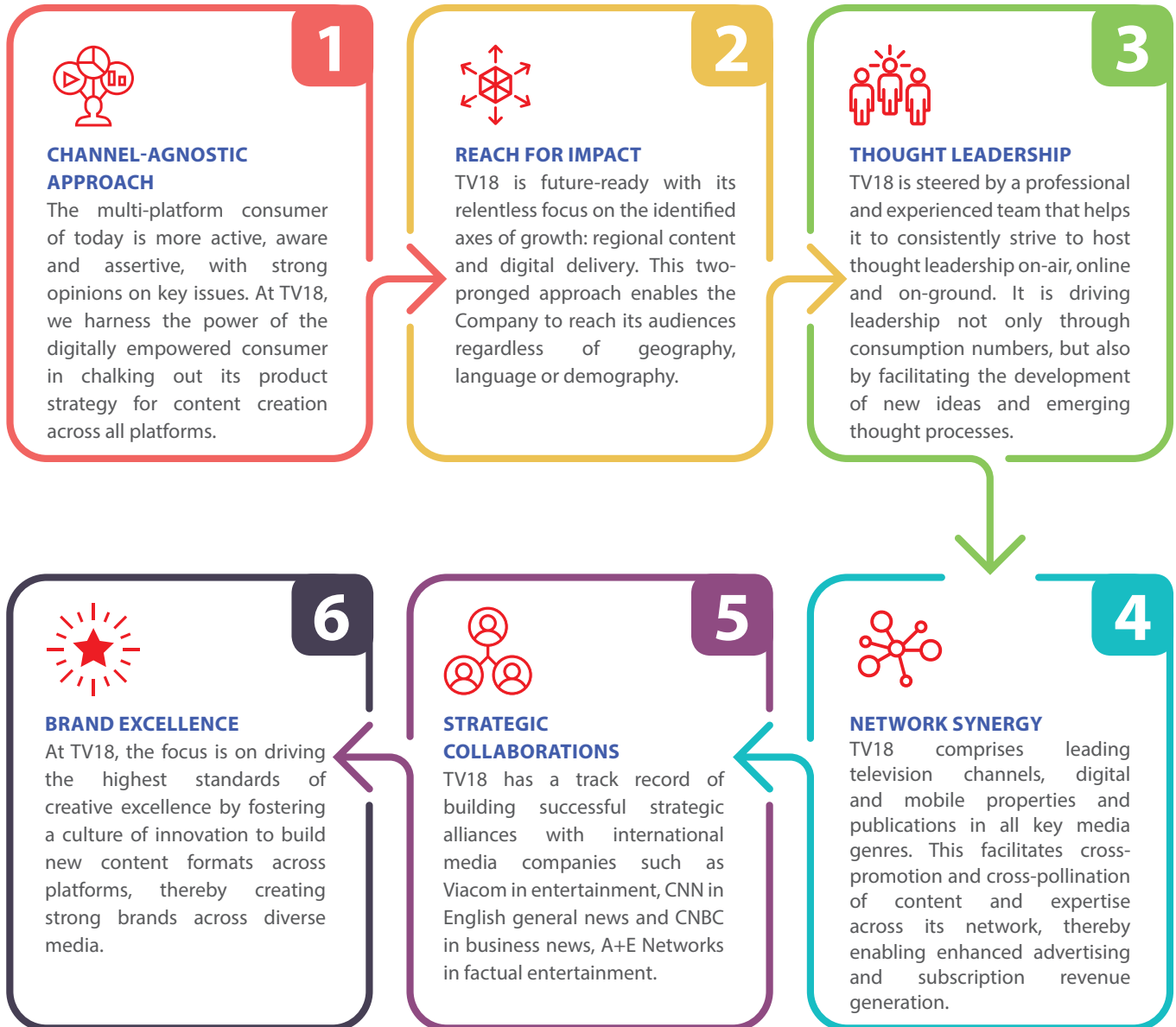
TV18's operating model puts the audience at the centre, and is driven by its zeal to provide consumers with best-in-class media and entertainment products and content that establish new benchmarks in creative excellence, fair journalism and audience engagement.

800+ million

TV18's television channels reach in India



## Operating Strategy





**STRATEGIC INITIATIVES UNDERTAKEN**

TV18 has been striving to improve its portfolio as well as enhance its outreach, to realise economies of scale and attain leadership. Substantial investments continue to be made to create a compelling proposition for viewers.

**Free-to-air (FTA) channels, Rishtey and Cineplex, were taken to the pay ecosystem** and rebranded as Colors Rishtey and Colors Cineplex respectively, establishing the channels as premium urban entertainment destinations. The Colors Cineplex library is being beefed up, to function as a full-fledged pay movie channel. In the case of Colors Rishtey, it is likely to allow for an overall increase in monetisation in the long-run, and slots-in better with industry dynamics in the new tariff regime.

**Innovation**

**VOOT's product proposition has been bolstered** through making news channel content available on it too. Additionally, the platform is making rapid strides towards a pay model too, with the first international launch in the UK through a partnership with Virgin mobile.

**Viacom18 Studios announced its digital content arm Tipping Point** in May 2018. The intention was to create short-form content for Digital (especially for VOOT) by utilising the strengths of the movie studio; thereby creating high-value content in-house, amidst the current high-competition war for content.

<sup>5</sup>Source: BARC India | TG : NCCS AB Males 22+ |Market: India |Period: Wk 14'18- 05'19 (24 Hrs)

<sup>6</sup>Source: BARC, TG: NCCS AB Male 22+, Market: India Urban, Period : Wk 5'19 (24 Hrs)

**OPERATIONAL OVERVIEW TELEVISION**

**Business News**



**CNBC-TV18**

CNBC-TV18 maintained the No.1 position in the English Business News genre, with a 66.6% market share<sup>5</sup>, by offering comprehensive, insightful and in-depth coverage of all important domestic and global events.

CNBC-TV18 continued to dominate the Budget day programming with a 58.95% channel share<sup>6</sup>. During the Union Budget, CNBC-TV18 emerged larger than any English News channel in India, yet again. It successfully adopted a 360 degree approach by covering some of the biggest stories of the year on domestic as well as the international front.



**No.1**

TV18's News network position in India, with ~11.5% viewership share.

CNBC-TV18 roped in experts to discuss major developments in the economy. Policymakers such as **Arun Jaitley**, **Piyush Goyal & many more** provided their key insights towards charting out the country's financial future. Tata Motors' MD & CEO **Guenter Butschek**, **Kevin Sneider** from McKinsey & Co and Microsoft founder **Bill Gates** were some of the biggest personalities fronting the international coverage.

CNBC-TV18 hosted the 14th edition of the Indian Business Leader Awards to honour leaders who carve out powerful businesses in the global economy. It also celebrated the 17<sup>th</sup> year of its flagship property Young Turks with a special summit.

The channel was commended at the ENBA with multiple awards, including Best English Business Channel; Shereen Bhan won Best News Anchor (English) and #RBIvsGovt won the Best News Coverage (National).



#### CNBC-Awaaz

CNBC-Awaaz was the first to break some of the biggest news relating to politics and economy throughout the year with the help of its most trusted anchors & experts.

CNBC-Awaaz continues its leadership in the Hindi Business News Genre with 60.7% market share<sup>7</sup>. During Union Budget coverage, CNBC-Awaaz was 1.45 times of the competition<sup>8</sup>.

Leading policy makers and experts such as Raamdeo Agrawal, Arvind Subramanian, FM Arun Jaitley, RS Sharma, Ajay Piramal chose CNBC-Awaaz to reach out to maximum viewers.

CNBC-Awaaz won 3 awards at the prestigious ENBA 2018 Awards. Also, CNBC-Awaaz was awarded the Leader in Hindi Business News at IMWBuzzTV-Video Summit & Awards 2018.



#### CNBC-Bajar

CNBC-Bajar, India's first Gujarati business news channel, completed five successful years of engaging with its audience. CNBC-Bajar connects with policy makers and consumers in Gujarat via key events like 'The Gujarat Real Estate Awards', which celebrates the spirit of excellence in real estate. It has been at the forefront in showcasing exclusive interviews with the biggest stalwarts and industry experts. With its unique content mix and extensive ground reporting, it has established itself as the channel of choice for the original entrepreneur community of the country.

#### Digital



#### CNBCTV18.com

CNBCTV18.com was launched in April 2018 by IT minister Ravi Shankar Prasad at the Indian Business Leaders Award 2018 in New Delhi. The platform was conceived to offer the full power of CNBC-TV18, the No.1 Business News Channel, to its audiences. Since its launch, the platform has grown significantly, delivering on its promise to the audiences of CNBC-TV18 with an array of products such as podcasts, newsletters, digital videos etc. Today, CNBC-TV18 and CNBCTV18.com operate as India's first integrated business newsroom. It also became India's first digital platform to begin operations with launch partners.

#### General News



#### CNN-News18

Known for its legacy of diverse programming and rich-content, the channel presented a comprehensive coverage of the Assembly Elections. CNN-News18 delved into all aspects of the Lok Sabha elections with its special programming 'A Billion Votes'. With its diverse formats and data-driven programming, the channel delivered up-to-the-minute updates through shows such as 'Election Epicentre' and 'Setting the Election Agenda'. 'Reporter's Project' and 'The Real Bharat' saw reporters traversing across the length and breadth of the country to present its viewers with realities and voter sentiments from ground zero. State Elections in key states – Karnataka, Madhya Pradesh, Rajasthan, Chhattisgarh, Telangana and Mizoram were presented under the umbrella branding 'Battle for the State(s)'. A major highlight of the election programming was the introduction of AI-driven live interactive tools, such as Magic Wall and Elex-A, which provided an unmatched viewing experience to its viewers.

<sup>7</sup>Source : BARC India | TG : NCCS AB Males 22+ | Market : HSM | Period : Wk 4'19- 7'19 (Mon-Fri, 0900-1600 Hrs)

<sup>8</sup>Source: BARC India | TG: NCCS AB Male 22yrs+ | Market: HSM | Period: Wk 5'19, Imp'000 & Market Share



# No.1

News18 India's rank in prime-time in megacities for 6 consecutive weeks

CNN-News18 partnered with Hindustan Times for the annual Hindustan Times Leadership Summit. The summit witnessed the participation of dignitaries from various walks of life, including politicians, sportspeople and actors.

The channel also covered all major events from the world of sports, including the FIFA World Cup 2018 and the 17th Asia Cup, to name a few.

The year ended for the channel with another edition of 'The Bollywood Roundtables', hosted by the renowned critic Rajeev Masand. The show featured India's finest actors, actresses, newcomers and directors.



## News18 India

This year, News18 India became the No. 2 General Hindi News channel<sup>9</sup>. It also holds No. 1 position in Indian urban prime time.

During the State Elections, it aired in-depth coverage of Rajasthan, Madhya Pradesh, Chhattisgarh & Karnataka elections through 'Sabse Bada Dangal'.

The channel undertook several investigative stories, which exposed crimes, which turned out to be the eye-openers.

Additionally, News18 India also added new shows to its line-up. These included Desh Ko Jawab Do, a weekend debate show that witnesses a face-off between

two of the biggest newsmakers on the top issues of the week. Similarly, other new shows included were Akhada, Ye Desh Hai Hamara and Lunchbox. Apart from this, the channel extensively covered various big stories that broke through the year, such as the Kerala Floods and Chennai Water Crisis, the Balakot Surgical Strike and Pulwama Attack, etc. There were also major interviews with top politicians like Amit Shah, Rahul Gandhi, Yogi Adityanath and Rajnath Singh, amongst others.

<sup>9</sup>(Source: BARC, NCCS All 15+, Wk 32-44'18 , 24 Hrs, All Days, HSM). The channel also touched #1 with 16% market share during Primetime (Source: BARC, NCCS All 15+, Wk 44-47'18, 1900-2300 Hrs, Weekdays, HSM).

## NEWS 18

### News18 (International)

News18 is available to the Indian diaspora through two international feeds in the US, UK, Singapore and Dubai under the same brand name – News18. The content mix includes two business shows - India Business Day & India Markets Live and two shows for the UK market – The UK edition and Shades of India that are specifically produced to reach the international audiences seeking definitive Indian news.

### Regional News

## NEWS 18 NETWORK

News18 continues to be the largest regional news network in India, reaching an audience of 540 million across the country. The viewership share of the News18 Regional news network (as a percentage of overall TV News viewership)

has also grown to 6%. 5 out of the 6 Hindi Regional News channels are in the top 2 ranks<sup>10</sup>.

During the year, TV18 hosted one of the biggest thought leadership events - 'News18 Rising India Summit', which was graced by the Prime Minister of India. The series of "Rising" events in different states is another milestone for the News18 Network.

It was an eventful year in terms of coverage of the elections, education and health-related events. Apart from this, the channels also focussed on covering state-wise regional niche events such as local festivals, movements etc. to improve audience connect. Few of the events included Panchayat Polls, Ratha Yatra, Food Festivals, Real Estate Expo, Winter Carnival, Education Summits, etc. However, unaltered election reporting has been the forte of News18 regional channels.

In the recent elections, both News18 Rajasthan<sup>11</sup> & News18 MP & Chhattisgarh were leading the genre in their respective states<sup>12</sup>. News18 Punjab, Haryana and Himachal have seen a dramatic upward swing in terms of market share – from a low of 4.4% to 14%<sup>13</sup>. Moreover, News18 is the only pan-India player with a presence in the South. This is backed by strong editorial and distribution footprints of the channels which comprise over 1,200 reporters, who strive to be the first to bring all the important news to their viewers.

<sup>10</sup>Source: BARC , TG:15+ ,Market : India , Period : wk01'16 to wk52'18

<sup>11</sup>Source: BARC , TG:15+ ,Market : Rajasthan , Period : wk50'18(All days, 24Hrs)

<sup>12</sup>Source: BARC , TG:15+ ,Market : MPCG , Period : wk50'18(All days, 24Hrs)

<sup>13</sup>Source: BARC , TG:15+ ,Market : Pun/Har/Cha/HP/J&K , Period : wk14'17 to wk52'18(All days, 24Hrs)

# 1,200

No. of reporters





**Hindi Entertainment**



**Colors**

Colors has always been at the forefront of pioneering differentiated and disruptive content. With an engrossing line-up of distinctive programming, Colors has continued to entertain and engage its audiences across all demographics and strata, thus creating maximum buzz and being the most loved channel within the Hindi General Entertainment genre.

For the entire year FY 2018-19, Colors was the #3 player in the Hindi GE category<sup>14</sup> and it enjoyed the leadership position for 10 weeks.<sup>15</sup> It has established itself as a clear category leader in all day prime time.<sup>16</sup>

In FY 2018-19, the Colors show Naagin Season 3 was the top-rated Fiction show of the category<sup>17</sup>, while Khatron Ke Khiladi Season 9 was the highest ever rated Non-Fiction show of the category in the BARC Universe<sup>18</sup>. Dance Deewane, a home-grown format of Colors, became the #1 dance show of the category for the current fiscal year<sup>19</sup>; Big Boss Season 12 opened to 7.9 impressions<sup>20</sup>, becoming the 3rd highest rated non-fiction property of FY 2018-19, with the entire season reaching out to 237 million viewers on the platform across India<sup>21</sup>. Shakti and Naagin have been regularly ranked among the Top 10 fiction shows in the category. Popular events such as 'IIFA Awards' and 'Femina Miss India' and 'Mirchi Top 20 Awards' ensured that Colors was a preferred entertainment choice for viewers.

<sup>14</sup>BARC, All NCCS 2+, HSM Urban, All days, 0200 - 2600 Hrs, Average Week 14 '18 – Week 5 '19

<sup>15</sup>#1 for Week 16 '18, Week 23 '18 – Week 30 '18, Week 38 '18, BARC, All NCCS 2+, HSM Urban, All days, 0200 - 2600 Hrs

<sup>16</sup>BARC, All NCCS 2+, HSM Urban, All days, 0200-2600 Hrs, Average Week 14 '18 – Week 5 '19, All Day Prime Time (Sat-Fri, 1800 – 2400 hrs)

<sup>17</sup>BARC, All NCCS 2+, HSM Urban, All days, 0200 - 2600 Hrs, Week 14 '18 – Week 5 '19

<sup>18</sup>BARC, All NCCS 2+, HSM Urban, All days, 0200 - 2600 Hrs, Week 41 '15 – Week 5 '19

<sup>19</sup>BARC, All NCCS 2+, HSM Urban, All days, 0200 - 2600 Hrs, Week 14 '18 – Week 5 '19

<sup>20</sup>BARC, All NCCS 2+, HSM Urban, Week 38 '18

<sup>21</sup>BARC, All NCCS 2+, HSM Urban, Week 38 '18 – Week 5 '19



### Colors Rishtey

Colors Rishtey is Viacom18's second Hindi mass entertainment offering in India, targeting the rural Hindi speaking markets, Colors Rishtey is the No. 4 FTA Hindi General entertainment channel<sup>22</sup>. It features the choicest shows from the existing Colors content library – both fiction and non-fiction.



### Colors Cineplex

Colors Cineplex is a premium Hindi Movie Pay Channel re-launched on 1st March 2019 and is available on major Cable and DTH platforms. Colors Cineplex, in its earlier avatar, was available on DD Freedish along with leading DTH and Cable platforms. It was the 3rd ranked Hindi Movie Channel during the period April 2018 to January 2019 in the Hindi speaking market (HSM). Colors Cineplex was the 2nd top ranked Hindi Movie Channel in HSM-Rural in the similar mentioned period (April 2018 to January 2019). Colors Cineplex was the #1 Hindi Movie Channel 8 times in the HSM market for the period Week 50, 2018 to Week 5, 2019 (except for Week 51, 2018).

### Youth & Music



#### MTV India

MTV is an iconic and multi award-winning youth brand that is irreverent, fun, innovative, passionate and optimistic, encouraging and inclusive. It garnered 300 million viewers across India in 2018<sup>23</sup>. The channel had several successful shows during the year, such as 'Splitsvilla X1', 'Roadies Real Heroes' and 'India's Next

Top Model S4', all of which registered increased viewership since their past season. While the channel owns a highly successful original IP 'MTV Roadies', which was launched in 2004 and has its 16th season ongoing, MTV continues to be the leader in introducing new formats in India, with the launch of Elevator Pitch (India's first speed dating show) and Dating In The Dark (India's first blind dating show). The new captive reality show, Ace of Space, was also a huge success. Furthermore, MTV built on its legacy of music, with 8 years of MTV Unplugged, and introduced an array of differentiated youth content through strategic partnerships with the BRAVE series, Bollywood Music Project and India Music Summit-2. MTV is also one of the biggest youth brands on social media and has been the pioneer of 'Branded Content' today. MTV has successfully created impactful and award-winning content and platforms for clients such as AirBnb, Havells, HP, Nestle and Renault, among others.



#### MTV Beats

MTV Beats was launched in September 2016 as a 24x7 Bollywood Music channel with unique daily thematic play-listing. The channel has garnered an audience reach of 470 million plus in 2018<sup>24</sup> and has grown its viewership by 27%<sup>25</sup>. Music programming has been bolstered on the channel with the launch of celebrity lead properties, such as Swag On with Raftaar, Secret Side with Akasa and Dil Beats. Content like Baba Ki Chowki, which reached over 175 million viewers across TV and Digital this year<sup>26</sup>, further adds diversity to the channel programming.

### English Entertainment



#### Vh1

Vh1 provides viewers with their daily dose of international music, Hollywood updates and pop culture. The channel ranked No. 1 at an all India level in FY 2018-19. Vh1 has been committed to bringing to Indian audiences the best of international music genres. It has always ensured that viewers do not miss out on any of the international music trends. Vh1 is home to the biggest and best music award shows from around the world such as the Grammy Awards, Billboard Music Awards and Europe Music Awards, and also the Golden Globe Awards and Movie & TV Awards in the entertainment field. This year, Vh1 hosted a Ticket to Ride Contest, where one lucky winner got a once in a lifetime opportunity to watch the Grammy Awards live at Staples Center in Los Angeles. Vh1 also aired the Carabao Cup 2019 Quarter Final onwards and the Copa Del Rey 2019 Semi Final football matches, introducing the Vh1 audience to a completely new genre on the channel- sports.

<sup>22</sup>BARC, All NCCS 2+, HSM Rural, All days, 0200 - 2600 Hrs, Average Week 14 '18 - Week 5 '19

<sup>23</sup>BARC, TG: 2+ All NCCS Market: All India Time Period: All days, 0200-2600 Hrs, Week 1 '18 to Week 52, '18

<sup>24</sup>BARC, TG: 2+, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Week 1 '18 to Week 52, '18

<sup>25</sup>BARC, TG: 2+, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Week 1-6 2018 vs Week 1-6 2019

<sup>26</sup>BARC, TG: 2+, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Week 14 '18 to Week 5, '19

MTV Beats has garnered an audience reach of 470 million plus in 2018.



56%

Market Share of Viacom18's English Entertainment portfolio



COMEDY CENTRAL

**Comedy Central**

Comedy Central celebrated its 6th anniversary in 2018 with a FRIENDS Ultra-Marathon (FUM). It aired all 10 seasons of the popular "Friends" show back-to-back over a period of 5 days. This created a rating record in the genre, with Comedy Central getting 763 TVTs during this time. This was higher than the weekly cumulative ratings of all its competitors added together. The FUM promo organically reached over 1 million views on Facebook alone. 2018 also marked the premiere of 2 of the biggest sitcoms, '2 Broke Girls' and 'Two and a Half Men' on its channel. In October, the channel launched

a brand new prime-time with the premiere of "Two and a Half Men" and some of the best-unscripted shows (Impractical Jokers, Whose Line Is It Anyway?, Penn & Teller: Fool Us). Alongside, its 'Watch With The World' block continued to remain strong with the premiere of some of the biggest titles, such as Will & Grace, Young Sheldon, and Brooklyn Nine-Nine, among others. Comedy Central continued to remain a strong No. 1 across the year.



**Colors Infinity**

Colors Infinity celebrated its 3rd anniversary in 2018 with a 'Big Bang-a-thon' (Marathon of The Big Bang

Theory). This was the first sitcom to be aired on Colors Infinity. The channel also underwent a 'Brand Refresh' and launched a brand new prime-time in October, where it premiered 14 day-and-date shows under its 'Instant Premieres' property. It also introduced 'Infinite Weekends', wherein the channel premiered one full season of a show on the last weekend of every month. The entire season of 'Orange is the New Black - S6' and 'Mozart in the Jungle - S4' were aired at the same time, as its premiere in the US under the 'Live Binge' property.

## Regional Entertainment



### Colors Kannada

Colors Kannada is the No. 1 Kannada general entertainment channel that succeeded in making TV viewing a complete family experience for Kannadigas. It continues to be amongst the most loved Kannada Channels, a place that the channel has held on to and held close to its heart.

Resonating with the rich culture and diverse customs of the land, Colors Kannada offers content that is tailor-made for the discerning Kannada viewer. The channel is home to finely crafted fictions, like 'Agnisakshi', 'Puttagowri Maduve' and 'Lakshmi Baramma', that are counted as the top-serials in the Kannada market. Not just that, with cutting-edge non-fiction offerings like 'Super Minute', 'Cinema Gaurava Awards', 'Anubandha Awards', 'Colorful Nayaka and Nayaki' and 'Serial

Santhe', Colors Kannada has only grown in strength, year on year. It's a channel that endears itself to its viewers as the Complete Entertainer.



### Colors Super

Launched in FY 2016-17, Colors Super, the fastest growing Kannada channel is Viacom18's second Kannada general entertainment channel. Broadening the entertainment spectrum in Karnataka, Colors Super has something for everyone in the family. From Karnataka's most loved courtroom drama, 'Magalu Janaki', to the funniest family in Kannada, 'Paapa Pandu', the channel has it all. The channel that hosted 'Bigg Boss - Season 05 and 06', has a strong line-up of non-fictions like 'Majaa Bharatha', 'Majaa Talkies' and 'Kannada Kogile' – to keep viewers entertained, all through the week. With a vibrant bouquet of offerings, Colors Super is steadily carving a niche for itself in the top-tier of the Kannada GEC space.



### Colors Kannada Cinema

Colors Kannada Cinema was launched in September 2018, at a grand event that witnessed a never-before "5-day 5-premieres". With a library of over four-hundred films, across genres and spanning generations, Colors Kannada Cinema promised to be a complete entertainer. And it lived up to its promise. It was launched as the #2 Kannada Cinema Channel and is steadily making a name for itself as the go-to channel for clean and quality Kannada Cinema.



### Colors Bangla

Colors Bangla has grown by 18% in viewership as against last year and remains one of the top choices for the Bengali entertainment viewer. The channel





has successfully created differentiated content which is progressive, yet rooted in Bengali ethos. It caters to consumers with a variety on its platter, like the clutter breaking 'Jahanaara', India's biggest game show - KBC in Bengali, the intriguing 'Nishir Daak' and the visually delectable and entertaining 'Manasha', 'Arabya Rajani' and 'Khonar Bochon'.



**Colors Marathi**

Colors Marathi was a strong #2 in the Marathi General Entertainment genre in FY 2018-19. It has been a pioneer in introducing international non-fiction, such as 'Kon Hoil Marathi Crorepati' and 'Bigg Boss Marathi', to engage the Maharashtrian audiences. The channel, with an engaging line-up of fresh and exciting fiction content, like 'Balumama chya Navane Chaang Bhalá', 'He Mann Baware' and with iconic and innovative non-fiction property like 'Sur Nava Dhyas Nava', continues to delight the audiences across all demographics. The channel continues to offer a variety of content in the form of prestigious and tent-pole events, like 'Filmfare Awards', 'Maharashtra State Awards' and 'Mirchi Music Awards' and has an array of the biggest Marathi blockbusters of the year like 'Ani... Dr Kashinath Ghanekar', 'Thackeray', 'Bhai' and 'Mauli'.



**Colors Gujarati**

Colors Gujarati, the #1 Gujarati channel, continues to be the preferred destination for quality content that reflects the ethos and traditions of Gujarat. Colors Gujarati continues to offer diverse and differentiated content offerings, like

'Savaaj – Ek Prem Garjana', 'Mahek' and 'Lakshmi Sadaiv Mangalam'. The channel, for the first time, offered a unique dance non-fiction format, 'Naach Mari Saath', which garnered high appreciation amongst the audiences. Colors Gujarati also continues to enthrall the audiences with special content such as the Live telecast of Navratri from Mumbai, Vadodara and Surat. To build its portfolio in the Gujarat market, the channel also launched Colors Gujarati Cinema – the first ever Gujarati movie channel.



**Colors Oriya**

Colors Oriya continues to engage audiences with a variety of content. Shows such as Lakshmi Pratima, Suna Naki Bohu and Sanja Salita continue to engage viewers on weekdays, while Swarna Khadga provides visual delight on the weekends. Colors Oriya is one of the top 3 choices of viewers in the Oriya entertainment space.



**Colors Tamil**

Viacom18's latest regional General Entertainment Channel - Colors Tamil turned a year old in February 2019. In the first week of its launch, Colors Tamil featured amongst the Top 5 channels and garnered 100+ GRPs (78 GVM). No other non-Sun Network Channel has crossed the 100 GRP mark within three weeks of its launch in the Tamil Nadu market. Colors Tamil reached an audience of 85 million in the first year of its operation. Channel GVM grew from 67 GVM in Q1 to 86 GVM in Q4 - till week 5, 2019 (28% growth). Colors Tamil is known for its clutter-breaking reality shows, like Enga Veetu Mapillai and Dance Vs Dance, which is distinct from other shows for its production value in the Tamil Nadu market. Colors Tamil is also perceived for its social consciousness and women empowering content through its serials like Sivagami and Perazhagi. Colors Tamil's latest addition to urban romance fiction, 'Thirumanam', is the channel's highest rated show > 1 TVM<sup>27</sup>.

<sup>27</sup> BARC, Week 10, '18 - Week 05, '19





## Kids Entertainment

### nickelodeon™

#### Nickelodeon

Nickelodeon has been the No. 1 channel in the kid's category since August 2014 and continues to rule supreme. The channel is home to the best and funniest in kids' entertainment, with chart busters 'Motu Patlu' and its newly launched, first of a kind show themed around magic – 'Rudra Boom Chik Boom'. Nickelodeon's thought leadership comes from its pioneering ability to create larger than life and one-of-a-kind properties, such as the Nickelodeon Kids Choice Awards or the specially created, made for TV movies that consistently captivate audiences. Motu Patlu, a locally produced show, aired on Nickelodeon, is a top show in the kids' category and has become so popular that Google has declared it as the most popular Indian show on TV. The channel has the unique distinction of being able to connect with kids through numerous touchpoints, beyond TV.

Nickelodeon engages with kids throughout the year through innovative campaigns and larger than life gratifications, such as 'Golden Ticket to USA Contest'. In addition to above-the-line,

below-the-line, online and experiential campaigns, the franchise also has a school contact programme reaching out to more than 900 schools across the country with the campaign 'Nickelodeon Magic Masti'. As a responsible broadcaster, Nickelodeon has an annual pro-socio campaign, Together for Good, which aims at making kids responsible and positive agents of change in society. For Independence Day, Nickelodeon conveyed a message to the nation to 'Karo Soch Upgrade', where the promo asked hard-hitting questions to adults. This initiative received 1.1 million views.



#### Sonic

Sonic serves its viewers the right combination of Action and Comedy. The channel boasts of a strong content line-up, featuring shows such as the home-grown hero, 'Shiva', and 'Pakdam Pakdai'. With a continuous focus on reaching out and engaging with kids across the country, Sonic is building awareness and affinity through its 360-degree innovative tent-pole engagements, such as 'Shiva Gizmo Gang Contest'. It also has a School Contact Programme, which reaches out to lakhs

of kids through the 'Sonic School is Cool' campaign. Sonic also boasts of a highly interactive online community through [www.sonicgang.com](http://www.sonicgang.com), which received 3.3 million page-views, as of February 2019.

### nick Jr.

#### Nick Jr.

Nick Jr. is 'the smart place to play' that believes in 'education' and 'entertainment' going hand-in-hand. It is aimed at young parents and pre-schoolers. The channel strengthened its audience engagement through digital and on-ground activations. Its internationally acclaimed shows, such as 'Paw Patrol', 'Peppa Pig' and 'Masha and the Bears', foster motor, memory, math and language development in a child, and have emerged as an integral part of every pre-schooler's life. Nick Jr. has successfully taken these concepts on-ground through several tie-ups, like the 'Bubbledash kids marathon - India's only eco-friendly foam run' and 'The Kid Town Fair' in Mumbai, amongst many more. The Nick Jr. website receives the highest time spent in the pre-school category, which is 2 minutes and 58 seconds per visitor.

### nick HD+

#### Nick HD+

Positioned as a destination of HD content for discerning 2-14 year kids, Nick HD+, the 1st Kids High Definition entertainment channel, was launched in December, 2015. It showcases a wide array of content in high definition from the international library of Nickelodeon. There are shows telecast exclusively on Nick HD+, such as 'The Penguins of Madagascar', 'Kung Fu Panda', 'Teenage Mutant Ninja Turtles' and many more. The channel amplifies and promotes this content to kids in urban markets, on occasions like Halloween, Earth Day, and Carnivals at premium malls.



**Factual Entertainment and Lifestyle**



**History TV18**

History TV18 delivered a slew of big-ticket local shows in FY 2018-19, across sub-genres from military to humour, which changed the paradigm of factual entertainment in India.

These included 'Special Operations India: Myanmar' and 'Special Operations India: Pathankot', amongst others. At the other end of the spectrum, the channel introduced 'Crazy Wheels', a full-throttle entertaining show, hosted by Raghav Juyal. and unveiled a new sub-genre with 'Mumbai: City of Ganesha' and 'Dwarkadhish - Kingdom of Krishna',

showcasing India's cultural heritage in a format rarely witnessed in the country.

The channel also featured a new season of 'OMG! Chhattisgarh' and a new franchise, 'OMG! Odisha'. These were tailor-made initiatives created specifically by the tourism departments of the respective states.

While new shows engaged new viewers, History TV18's regular shows continued to enthrall regular audiences. The hugely successful 'OMG! Yeh Mera India' entered its 5th season with more amazing and inspiring stories from across the nation.



**FYI TV18**

During FY 2018-19, FYI TV18 has grown from strength to strength to cement its

position as the No.1 lifestyle channel. Starting off as a channel with content based on key pillars of food, relationships and home, the channel has evolved into a complete lifestyle destination providing premier content. With over 200 hours of premier content, FYI TV18 continued its thrust on providing differentiated content in lifestyle.

The year also saw the launch of FYI TV18 HD with a suitably executed marketing campaign activated across trade and press. FYI TV18 HD quickly became the No.1 HD lifestyle channel within a week of its launch, upstaging established players.

FYI TV18 continues to expand its digital footprint through continuous engagement on social media by focussing on short form and episodic video formats to drive sampling and reach.

**Digital Ventures****voot****VOOT**

VOOT is Viacom18's premium ad-supported video-on-demand platform. With a premium content library of more than 60,000 hours, spanning Viacom18's network channels (full episodes and exclusive content), Kids content and VOOT originals, the platform caters to the varying needs of a discerning digital audience across segments. With over 45 million monthly active users, VOOT is the 2nd largest premium Ad-based, Video on Demand (AVOD) OTT in India. VOOT continues to take on the leadership mantle in innovation, across content, technology and marketing.

**Filmed Entertainment****Viacom18 Motion Pictures**

Viacom18 Motion Pictures Studios offers differentiated and meaningful cinema

to a wide range of audiences. The studio announced its digital content arm - Tipping Point - in May, 2018. Manto, one of its finest movies, was India's official entry in the 'Un Certain Regard' Category at Cannes. Mission Impossible - Fallout, distributed in India by its studio, grossed over ₹ 100 crores in India, which in turn became the highest grossing Tom Cruise film in India. Andhadhun, Viacom18 Motion Pictures' major hit last year, became the highest rated 2018 Indian Film on IMDB. Viacom18 Studios successfully forayed into Telugu cinema, with 'Devadas' and into Malayalam cinema with 'Kodathi Samaksham Balan Vakeel'.

**Experiential Entertainment  
Integrated Network Solutions**

Integrated Network Solutions (INS), through its live events division - LIVE Viacom18 - and brand solutions division, BE Viacom18, brings a unique and impactful experience to brands through a combination of multi-dimensional marketing platforms.

Live Viacom18 has created and scaled up Live IPs of Viacom18's iconic brands across Music and Comedy. The 6th edition of Vh1 Supersonic, India's premiere multi-genre music festival, with the most diverse curation of international music, was organised by LIVE Viacom18 in February 2019 in Pune, along with three other Vh1 Supersonic concerts across Hyderabad, Delhi and Bengaluru during the same weekend.

Viacom18 has created many documentaries for various Central and State Ministries and also worked on a compilation on 'Vaishnav Jan Toh', launched by the Prime Minister on Republic Day. Further, BE Viacom18 has also innovated a new business model by creating a fiction series on Colors Rishtey, involving Public-Private-Partnership (Ministry, CSR budget of a Corporate and a Media House). This initiative generated profitable revenues through this path-breaking innovation in branded content creation. Overall, it continues to provide

**60,000**  
No. of Hours of  
VOOT's content  
library



a compelling range of engagement platforms for brands and spectacular live experiences for the audiences.

#### Consumer Products

Viacom18 Consumer Products (CP) is a significant player in the licensed merchandise industry. Present across 50+ categories and 90+ licensees and distributed through over 10,000 outlets, the CP business caters to all life stages from pre-schoolers to youth and adults. 2018 was a year when Viacom18 CP strengthened its domination of the pre-school segment at the retail level. It initiated this by stabilising Dora, rapidly scaling up Peppa Pig, launching Masha and the Bear and Paw Patrol. As far as the youth is concerned, Café Roadies and Roadies GYM have been signed up to be launched soon.

#### Content Asset Monetisation



#### IndiaCast

IndiaCast is a JV between TV18 and Viacom18, and manages content monetisation for TV18, Viacom18 and other broadcasters with three clear mandates:

- **Domestic:** IndiaCast manages the domestic distribution of the channels from Viacom18, TV18 and Eenadu Television (ETPL) across various platforms such as Cable (digital and analogue), DTH, HITS and IPTV. It also ensures best-in-class availability and reach of all channels by strategically managing key aspects of carriage and placement. IndiaCast has recently signed with Turner for distribution of its channels in India and Nepal.

- **International:** IndiaCast monetises content/programmes for TV18, Viacom18 across territories and platforms. In addition, it also distributes channels of ETPL across territories except the US. With 22 international beams and its content syndication capabilities, IndiaCast has managed to reach the Asian diaspora and international audiences spanning across 145+ countries. With a rich content library of 50,000+ hours across genres, IndiaCast syndicates content from the group in over 35 languages (including Hebrew, Russian, Serbian, Bosnian, Albanian, Macedonian, Kazakh, Swahili, Spanish, and English among others).
- **Digital:** IndiaCast also manages the digital initiatives of the group. It is responsible for linear channel distribution to OTT platforms and telecom operators for mobile consumption.

**CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility (CSR) is embedded in TV18's long-term business strategy. Our CSR initiatives help empower and uplift the lives of millions of underprivileged members of society. We endeavour to promote health and education and sports, to encourage the children and youth of the country to aspire for excellence.

Reliance Foundation acts as the funnel through which Network18 Group reaches out to empower people and deepen its social engagements. FY 2018-19, the Company focussed on the following initiatives:

- "Young Champs" initiative aimed at providing training to sports persons to promote rural sports, Nationally recognised sports, Paralympic and Olympic sports.
- Dhirubhai Ambani Scholarships programme through which financial

assistance for education was provided in over 15 states of the country.

- Health Outreach Programme through which preventive health was promoted by setting up 'Static Medical Units' in Mumbai.

Additionally, as a responsible media company, some socially relevant programmes were also undertaken:

- As a responsible broadcaster, Nickelodeon has an annual pro socio campaign, Together for Good, which aims at making kids responsible and positive agents of change in society.
- In an industry first, India's fastest growing media and entertainment company Viacom18, has partnered with the world's largest philanthropic organisation, Bill & Melinda Gates Foundation, and development

communications specialists, BBC Media Action to create a general entertainment fiction series with an underlying behaviour change message on sanitation.

- CNN-News18 did the chilling expose #ChildSexHighway which uncovered the disturbing secret of child sex trade along the national highway.



## FINANCIAL PERFORMANCE

### Financial Overview

TV18 continued on its growth trajectory, and invested in key areas to fill whitespaces or reinforce its position. While the first three quarters of FY 2018-19 were buoyed by the revival in ad-spends and rising traction with viewers across the board, the last quarter dragged due to the new tariff regime for TV channels, and impact of absence of movie 'Padmaavat', Union budget and some Cricket/Live events this year.

### Standalone financials (as reported)

Particulars (₹ Cr)	FY18-19	FY17-18	YoY
Operating Revenue	1,079	946	14%
Operating Expenses	987	913	8%
Operating EBITDA	92	33	179%
Other Income	14	26	-45%
EBITDA	106	59	80%
Finance Cost	52	23	125%
Depreciation & Amortisation	42	42	1%
Profit Before Tax	12	-6	-296%
Tax	-73	53	NM
Profit After Tax	85	-59	-245%

- Operating revenue rose 14% YoY, led by a recovery in advertising spends.
- Operating Expenses grew 8%, led by focus on controls and synergisation between national and regional news channel portfolios.
- Tax includes impact from merger of subsidiaries.

There have been realignments in corporate structure for group simplification, which have provided operational synergies.

- The scheme of arrangement for the merger by absorption of wholly-owned direct and indirect subsidiaries of TV18 with the parent was approved by the National Company Law Tribunal (Mumbai bench). The scheme became effective from 1st November 2018, the appointed date being 1st April 2016.
- Viacom18 and IndiaCast became subsidiaries of TV18 from 1st March 2018.

A comparable, operating view of the business (adjusted for these restructurings) is as below:

#### Comparable Consolidated Operating Financials

Restated (₹ Cr)	FY18-19	FY17-18	YoY
Operating Revenue	4,943	4,813	3%
Revenue Ex-film production	4,727	4,364	8%
Operating EBITDA	314	241	30%

- Comparable FY 2018-19 ex-film revenue rose 8% y-o-y on regional growth and a reviving ad-environment.
- Comparable FY 2018-19 operating EBITDA was up 30% y-o-y despite ₹ 114 crores additional investments into regional channels and digital expansions (VOOT International & Kids and CricketNext). This was led by regional news gestation losses compressing 41% y-o-y, and Business as-usual Entertainment EBITDA margins rising to 9% (vs 5% in FY 2017-18).

#### Consolidated financials (as reported)

Particulars (₹ Cr)	FY18-19	FY17-18	YoY
Operating Revenue	4,943	1,475	235%
Operating Expenses	4,629	1,416	227%
Operating Profit	314	59	432%
Other Income	35	29	22%
EBITDA	349	88	297%
Finance Cost	101	27	273%
Depreciation	132	69	91%
PBT before Profit of JVs / associate	116	-8	-1,512%
Profit of JVs / associate	36	69	-48%
PBT	152	61	149%
Tax	-58	52	-212%
PAT	210	9	2251%
Minority	43	-1	-5,684%
PAT (after Minority)	167	10	1,621%



**HUMAN RESOURCE DEVELOPMENT**

There has been a continual focus on attracting and developing quality talent, and aligning them to the company’s vision and mission while deploying progressive Human Resource policies, systems and processes.

During the course of the fiscal year, given the growth agenda and the intensely competitive landscape, Talent Acquisition was a focus area. Organisational manpower was strengthened across levels and business verticals. Even with the annual number of recruits being the highest ever, the Talent Acquisition processes were sharpened and improved - resulting in a reduction in the average Turn-around-times for recruitments as well as a reduction in the average Cost per hire. Through an improved selection process, a significant saving was obtained on the replacement costs for new hires.

Integral to your Company’s approach to human resource management is its focus on employee development. Your Company’s Learning and Development initiatives were further strengthened with the launch of the Learning Management System (LMS), “Opigno”, across the Network. This LMS was integrated with the existing online content platform – Lynda, from LinkedIn. The LMS also provides curated technical programmes segregated by various academies - IT academy, HR academy and Finance academy. All of these were made available to our employees for developing their technical and behavioural capabilities for their current role and future requirements. A revamped Centralised Induction plan was created and deployed for our news trainees from top Journalism campuses. The programme, called “Aarambh”, is a 5 days induction programme which provides support to the new joiners in their transition from campus to corporate life and is followed by function specific learning sessions. A structured monthly/

annual learning calendar was developed and training initiatives were undertaken for our employees through the year.

Employee engagement initiatives were further reinforced. A Health and Wellness portal was implemented to enable employees to access articles and videos related to health and wellness and live telecasts of talks by health experts anywhere / anytime. An annual health check-up policy was also introduced. Multiple Employee Health and Wellness based events like Health camps by specific ailments were conducted. Various events and festivals were conducted across locations to promote employee engagement at the workplace.

Your Company seeks to promote a just and safe workplace for its employees. To create organisation-wide awareness on Prevention of Sexual Harassment, multiple sessions were conducted, which were facilitated by external experts. A mandatory e-learning and certification on Prevention of Sexual Harassment, called “Creating a Respectful Workplace”, was introduced.

Your Company has been bolstering its HR Technology framework to drive efficiency and productivity. For new joiners, videos were created to aid the inductions of employees joining us in remote locations. The travel process was simplified by the integration of the SAP travel module with a travel vendor and self-booking introduced for cost efficiencies and reduced turnaround times. Payroll operations were also centralised for all our employees.

While externally, your Company consolidated its brands under the ‘News18’ brand, internally it focussed on creating a ‘One Network’ culture. Talent movement across the various brands and properties of the company was encouraged, and processes were introduced to make it seamless.

As of March 31, 2019, there were 4,964 employees on the rolls of your Company.

On-roll employee count TV18	31-Mar-18	31-Mar-19
TV18 Broadcast Limited	1,873	4,964

Includes Panorama employee count of 3,024 in FY 2019

The upcoming year will see further focus on talent development, succession planning and leadership development, while exploring further ways to improve the technology support for various HR systems and processes. Your Company and its employees remain committed to driving the ambitious growth agenda, attaining a leadership position in each of the genres/markets that we operate in and building a credible reputation as one of India’s foremost media houses.

**RISK MANAGEMENT**

TV18 maintains a robust system of internal controls, commensurate with the size and complexity of its business operations. The system provides, inter alia, a reasonable assurance of protection against any probable loss of the Company’s assets as a result of misuse of powers by those who are in a position to influence the working of the business verticals of the organisation. It ensures that the transactions of its business operation are recorded in all respects in a fair and transparent manner. The Company has an external and independent firm of Internal Auditors to scrutinise its financials and other operations. The Internal Auditors report their findings directly to the Audit Committee, which forwards them to the concerned departments / business verticals for taking corrective measures. Internal audit also ensures that applicable laws are being complied with in true spirit.

## RISKS AND MITIGATION STRATEGY

### Content Risk

The content business (news, entertainment and film) depends upon the subject matter and its treatment resonating with viewers, which is difficult to predict accurately. A programme's (or film's) ratings and revenue are directly linked to viewership. Hence, there is a risk of revenue loss in case a programme is not liked by the majority of viewers in the target group.

### Macro Risk

Advertising being a major source of revenue generation, any decline in advertising revenues (or disinflation of the advertising currency) could adversely impact TV18's revenue and operating results. TV18's primary revenue generation is linked with the sale of advertisements through television channels, which is dependent on the overall macroeconomic and industry conditions, market trends, public policy and government regulation, viewership, budgets of advertisers, among other factors. TV advertisement sales are also threatened by the abrupt termination of contracts by advertisers, limits on advertising time, and advertising shift to new media formats such as digital, etc.

### Regulatory Risk

The Indian broadcast industry is heavily regulated across a multitude of areas including distribution, taxation, etc. Any policy changes can have a material impact on the economic and strategic direction of the industry and may restrict TV18's ability to do business. In this context, the recent TRAI tariff order may create flux in the industry as the complete value-chain including consumers have to adjust to the new regime where bouquets are unbundled in part and a-la-carte channel selection is allowed. In this scenario, channels with weak content could stand to lose out on account of poor consumer demand.

### Competition Risk

The emergence of digital media, along with the growth of mobile and radio, is causing a shift in part of the advertising revenue away from the television. With their greater local connect and more measurable reach index, such media are drawing in considerable advertising from sectors such as FMCG and BFSI. Also, the advent of these mediums has created a need for substantial investments into both content and platforms, so as to capture / ring-fence audiences which can be monetised later.

### Third-Party Relations/JV/Partnerships

TV18 has relationships and JVs with external partners whose long-term continuation it cannot assure; though it has taken every effort to create long-term relationships through licensing and JV agreements. Sudden termination or deterioration of these relationships may materially and adversely affect TV18's operations and financial condition. The success of any future JVs and strategic relationships with third parties is also not assured, as every relationship comes with its own set of risks, including failure to recover the investment made in such initiatives.

### Brand Recognition and Popularity

TV18's brand strength is one of its biggest assets and its success depends upon the popularity and recognition of its brands, as well as its ability to deliver original and compelling content and services that attract and retain viewers. Failure to sustain the brands, or excessive expenditure incurred in doing so, could seriously impact TV18's business and financial operations.

### Financing Risks

Majority of the company's debt is in the form of short-term debt from capital markets. This exposes the company to availability of external capital, at regular intervals, because of factors such as liquidity, volatility in interest rates, and general economic environment.

### Litigation Risks

The Company may be exposed to the risk of litigation and legal action brought by various government authorities and private parties because of its actions, inactions, products, services or other events. From time to time, the Company may be involved in various disputes and proceedings which may have an adverse impact on its operational and financial performance as well as result in financial liabilities.

### Personnel Risks

The Company's ability to operate its business and implement its strategies depends, in part, on the continued contributions of the Company's executive officers and other key employees. The loss of any of the Company's key senior executives could have an adverse effect on the Company's business unless and until a replacement is found. A limited number of persons exist with the requisite experience and skills to serve in the Company's senior management positions. The Company may not be able to locate or employ qualified executives on acceptable terms. In addition, the Company believes that its future success will depend on its continued ability to attract and retain highly skilled personnel with experience in the key business areas of the Company. The competition for these persons is intense, and the Company may not be able to successfully recruit, train or retain qualified managerial personnel.

### INTERNAL CONTROL SYSTEMS

TV18 has exhaustive internal control systems that are aligned to its business requirements. TV18 regularly monitors the risks and has in place focussed risk mitigation strategies. Internal and external audit teams continuously monitor the adequacy and effectiveness of the internal control environment across TV18 and the status of compliance with operating systems, internal policies and regulatory requirements. The Audit Committee meets periodically to review the adequacy and efficacy of the internal control systems.

## BOARD'S REPORT

### Dear Members,

The Board of Directors are pleased to present the 14<sup>th</sup> Annual Report and the Company's Audited Financial Statement for the financial year ended March 31, 2019.

### Financial Results

The financial performance of the Company (Standalone and Consolidated) for the year ended March 31, 2019 is summarised below:

(₹ in crore)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from operations	1079.21	945.85	4942.70	1475.19
Profit / (loss) before interest and depreciation	106.61	58.79	384.72	157.09
Less: Interest	52.31	23.23	100.62	26.96
Depreciation	42.26	41.70	132.46	69.21
Profit/(loss) before tax	12.04	(6.14)	151.64	60.92
Less: Tax Expenses* (*includes current tax, deferred tax, short/ excess provision of tax relating to earlier years)	(73.01)	52.57	(58.76)	51.99
<b>Profit/(loss) for the year</b>	<b>85.05</b>	<b>(58.71)</b>	<b>210.40</b>	<b>8.93</b>
Add: Other Comprehensive Income	(8.66)	(0.86)	(9.12)	0.29
<b>Total Comprehensive Income for the Year</b>	<b>76.39</b>	<b>(59.57)</b>	<b>201.28</b>	<b>9.22</b>
Less: Total Comprehensive Income attributable to Non- Controlling Interest	-	-	43.31	(0.18)
<b>Total Comprehensive Income Attributable to Owners of the Company</b>	<b>-</b>	<b>-</b>	<b>157.97</b>	<b>9.40</b>
Less: Appropriation (Transfer to General Reserve)	-	-	-	-
<b>Earnings Per Share (Basic) (in ₹)</b>	<b>0.50</b>	<b>(0.34)</b>	<b>0.97</b>	<b>0.06</b>

Financial figures for the previous financial year 2017-18 have been restated in order to give effect to the Scheme of Merger by Absorption, duly approved by National Company Law Tribunal, Mumbai Bench. The Scheme became effective from November 1, 2018 with an appointed date of April 1, 2016. Therefore, the previous year's figures may not be comparable with figures given in the financials and Board's Report of the previous year.

### Results of Operations and the State of Company's Affairs

During the year under review, on standalone basis, the Company recorded an operating turnover of ₹ 1079.21 crore (previous year ₹ 945.85 crore). Profit before Tax was ₹ 12.04 crore, as against ₹ (6.14) crore in previous year. The consolidated revenue from operations was ₹ 4942.70 crore as against ₹ 1475.19 crore in previous year and Profit before Tax on consolidated basis was ₹ 151.64 crore, as against ₹ 60.92 crore in previous year.

The Company continues to improve its viewership and enhance its market share by having broadest news network with unmatched coverage through 20 channels spanning in 15 languages and 26 states. Business news channels of the Company continue to maintain their leadership position. General news channels (especially Hindi) have witnessed improvement in ranking which has driven monetization. Regional news portfolio continues to gain traction and is reducing the gestation of losses of channels launched in financial year 2016-17.

In view of the accumulated losses, the Company does not propose to transfer any amount to the reserves.

### Dividend

In view of the accumulated losses, the Board of Directors has not recommended any dividend for the year under review.

The Dividend Distribution Policy of the Company is annexed as **Annexure I** to this Report.

### Deposits

The Company has discontinued accepting fresh Fixed Deposits or renewing any deposits w.e.f. April 1, 2014. The Company has repaid all fixed deposits and interest thereon. However, as on March 31, 2019, deposits and interest thereon aggregating to ₹ 66.24 lakhs remained unclaimed.

### Scheme of Merger

The National Company Law Tribunal, Mumbai Bench ('NCLT'), has approved the Scheme of Merger by Absorption (the "Scheme") of Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited, direct or indirect, wholly owned subsidiaries with the Company with appointed date as April 1, 2016. The Scheme became effective on November 1, 2018.

### Share Capital

Pursuant to the aforesaid Scheme, the Authorised Share Capital of the Company increased to ₹ 1352,10,00,000 (Rupees One Thousand Three Hundred Fifty two Crore and Ten Lakh Only) from ₹ 1000,00,00,000 (Rupees One Thousand Crores Only).

### Material Changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report. There has been no change in the nature of business of the Company.

### Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section forming part of the Annual Report.

### Credit Rating

The Company has obtained credit rating for its Borrowing Programme viz. Long-term/Short-term, Fund based/Non-fund based Facility limits and Commercial Paper Programme from ICRA Limited. Further, details on the Credit Ratings are given

in the Corporate Governance Report, which forms part of this Report.

### Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI").

A detailed Corporate Governance Report of the Company in pursuance of the Listing Regulations forms part of the Annual Report of the Company. The requisite Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached to the Corporate Governance Report.

### Business Responsibility Report

The Business Responsibility Report as stipulated under the Listing Regulations, describing initiatives taken by the Company from an environmental, social and governance perspective, is attached as part of the Annual Report. This report inter-alia contains initiative w.r.t. stakeholder relationship, customer relationship, sustainability, health and safety.

### Directors and Key Management Personnel

In accordance with the provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. P.M.S. Prasad, Non-Executive Director, retires by rotation at ensuing Annual General Meeting of the Company.

Mr. Rahul Joshi was appointed as an Additional Director designated as Managing Director of the Company w.e.f. October 15, 2018, for a period of 3 years. As an Additional Director he holds Office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his candidature for appointment at the ensuing Annual General Meeting of the Company. Further, his appointment as Managing Director is subject to approval of the members.

Ms. Renuka Ramnath was appointed as an Additional Director (Independent) w.e.f. July 16, 2019, for a period of 5 (five) years upto July 15, 2024 and she shall hold office as an Additional Director of the Company up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing her candidature for the appointment at the ensuing Annual General Meeting of the Company, as an Independent Director, not liable to retire by rotation.

The aforesaid re-appointment and appointments have been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

During the year under review, Ms. Nirupama Rao, Independent Director, resigned from the Directorship of the Company w.e.f. May 29, 2018. The Board places on record its appreciation for the valuable contribution made by her during her tenure as Director of the Company. Further, Ms. Kshipra Jatana resigned from the post of Manager of the Company w.e.f. July 9, 2018.

The term of office of Mr. Adil Zainulbhai as Independent Director, will expire on May 14, 2020. The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, has recommended his re-appointment as Independent Director of the Company for a second term of 5 (five) consecutive years on the expiry of his current term of office. The Board considers that given his background, experience and contribution made by him during his tenure, the continued association of Mr. Adil Zainulbhai would be beneficial to the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act read with Regulation 16 of Listing Regulations. The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

Save and except aforementioned, there was no other change in Directors and Key Managerial Personnel of the Company.

The Company, has in place a 'Policy for Selection of Directors and Determining Directors' Independence' and 'Remuneration Policy for Directors, Key Managerial Personnel and Other Employees'. These policies have been uploaded on the website of the Company at [www.nw18.com](http://www.nw18.com).

The Policy for Selection of Directors and Determining Directors' Independence sets out guiding principles for Nomination and Remuneration Committee for identifying persons who are qualified to become directors and determining directors' independence, if the person is intended to be appointed as independent director. There has been no major change in this policy during the year under review. The criteria of independence, number of directorships and committee memberships prescribed in the policy has been changed to align the policy with the amendment made in this regard in the Act and the Listing Regulations.

The Remuneration Policy for Directors, Key Managerial Personnel and Other Employees sets out guiding principles for Nomination and Remuneration Committee for recommending to the Board

the remuneration of Directors, Key Managerial Personnel and other employees. There has been no change in the policy during the year under review.

### **Performance Evaluation**

The Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation.

In accordance with the manner specified by the Nomination and Remuneration Committee, the Board carried out performance evaluation of the Board, its Committees, and Individual Directors (including Independent Directors). The Independent Directors separately carried out evaluation of Chairperson, Non-Independent Directors and Board as a whole. The performance of each Committee was evaluated by the Board, based on views received from respective Committee Members. The report on performance evaluation of the Individual Directors was reviewed by the Chairperson of the Board and feedback was given to Directors.

### **Consolidated Financial Statement**

In accordance with the provisions of the Act, the Listing Regulations and Ind AS 110-Consolidated Financial Statements read with Ind AS 28-Investments in Associates and Ind AS 31-Interests in Joint Ventures, the audited Consolidated Financial Statement is provided in the Annual Report.

### **Subsidiaries/Joint Ventures/Associate Companies**

The development in business operations/performance of the major subsidiaries/ Joint Ventures/ Associate Companies, forms part of the Management's Discussion and Analysis Report.

During the year under review, pursuant to the Scheme of Merger by Absorption ('Scheme') sanctioned by the National Company Law Tribunal, Mumbai Bench (NCLT), Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited, direct and indirect wholly owned subsidiaries (collectively referred as 'the Transferor Companies'), merged with the Company with effect from November 1, 2018 and the said Transferor Companies ceased to be subsidiaries of the Company.

The performance and financial information of the subsidiary companies/joint ventures/associate companies is provided as Annexure to the Consolidated Financial Statement.

The audited Financial Statement including the Consolidated Financial Statement and related information of the Company

are available on the Company's website [www.nw18.com](http://www.nw18.com). The Financial Statement of each of the subsidiaries of the Company may also be accessed at Company's website [www.nw18.com](http://www.nw18.com). These documents will also be available for inspection on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours at Registered Office of the Company.

The Company has formulated a Policy for Determining Material Subsidiaries and the same is placed on the website at <http://nw18.com/reports/reportstv18/Policies/TV18-PolicyforDeterminingMaterialSubsidiaries.pdf>

### Secretarial Standards

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

### Directors' Responsibility Statement

Pursuant to the requirement under Section 134 of the Act, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable Accounting Standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2019 on a 'going concern basis';
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Number of Meetings of the Board

During the financial year ended on March 31, 2019, 5 (Five) Board meetings were held. Further, details of the meetings of the Board and its Committees are given in the Corporate Governance Report, forming part of the Annual Report.

### Audit Committee

The Audit Committee of the Company comprises Mr. Adil Zainulbhai (Chairman), Mr. Dhruv Subodh Kaji, Mr. Rajiv Krishan Luthra, Independent Directors, and Mr. P.M.S. Prasad, Non-Executive Director. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

### Other Board Committees

In compliance with the provisions of the Act and Listing Regulations, the Board has constituted Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

The details of the composition, dates of meetings, attendance and terms of reference of each of the Committees are disclosed in the Corporate Governance Report, which forms part of this report.

### Risk Management

The Company has an elaborate Risk Management Framework, which is designed to enable risks to be identified, assessed and mitigated appropriately. The Board of Directors of the Company has constituted Risk Management Committee which has, inter alia, been entrusted with the responsibility of Overseeing implementation/ Monitoring of Risk Management Plan and Policy; and continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

Further, details on Risk Management indicating development and implementation of Risk Management policy including identification of elements of risk and their mitigation are covered in Management's Discussion and Analysis section, which forms part of the Annual Report.

### Internal Financial Controls

The Company has adequate systems of internal financial controls to safeguard and protect the Company from loss, unauthorised use or disposition of its assets. All the transactions are properly authorised, recorded and reported to the Management. The

Company is following the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

The internal financial controls have been embedded in the business processes. Assurance on the effectiveness of internal financial controls is obtained through management reviews, continuous monitoring by functional leaders as well as testing of the internal financial control systems by the Internal Auditors during the course of their audits.

The Audit Committee reviews adequacy and effectiveness of Company's Internal Controls and monitors the implementation of audit recommendations.

### Corporate Social Responsibility

The Corporate Social Responsibility (CSR) Committee of the Company comprises Mr. Adil Zainulbhai (Chairman), Mr. Dhruv Subodh Kaji, Independent Directors, and Mr. P.M.S. Prasad, Non-Executive Director. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the objectives set out in the 'Corporate Social Responsibility Policy'. The CSR Policy of the Company, inter alia, covers CSR vision and objective and also provides for governance, implementation, monitoring and reporting framework. There has been no change in the policy during the year.

The complete CSR policy of the Company is available on its website and may be accessed at the link: [http://nw18.com/reports/reportstv18/Policies/Corporate%20Social%20Responsibility%20Policy\\_1.pdf](http://nw18.com/reports/reportstv18/Policies/Corporate%20Social%20Responsibility%20Policy_1.pdf)

In terms of CSR Policy of the Company, the focus areas of engagement are as under:

- Addressing identified needs of the unprivileged through initiatives directed towards improving livelihood, alleviating poverty, promoting education, empowerment through vocational skills and promoting health and well-being
- Preserve, protect and promote art, culture and heritage
- Ensuring environmental sustainability, ecological balance and protection of flora and fauna
- Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports

The Company would also undertake other need based initiatives in compliance with Schedule VII to the Act.

During the year under review, the Company has spent ₹ 2.65 crore in the areas of Sports Programme and Promoting Education which is more than the prescribed CSR expenditure of 2% of the average net profit of last three financial years. The Annual Report on CSR activities as stipulated under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith and marked as **Annexure II** to this Report.

### Vigil Mechanism

The Company promotes ethical behaviour in all its business activities. Towards this, the Company has adopted a Policy on Vigil Mechanism and Whistle Blower. The Company has constituted an Ethics & Compliance Task Force to process and investigate a protected disclosure made under the Policy. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice or victimisation. The Audit Committee oversees the Vigil Mechanism. The Policy on Vigil Mechanism and Whistle Blower is available on the Company's website and may be accessed at the link: <http://nw18.com/reports/reportstv18/Policies/Policy%20on%20Whistle%20Blower%20Policy-Vigil%20Machanism.pdf>

### Related Party Transactions

All the related party transactions were entered on arms' length basis and were in the ordinary course of business. Further, the transactions with related parties were in compliance with applicable provisions of the Act and the Listing Regulations. Omnibus approval was obtained for the transactions which were foreseen and repetitive in nature. A statement of all related party transactions was presented before the Audit Committee on a quarterly basis.

During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. The Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions is posted on the Company's website and may be accessed at the link: <http://nw18.com/reports/reportstv18/Policies/TV18-PolicyonMaterialityofRPTanddealingwithRPTtransactions.pdf>

The details of the transactions with Related Parties are provided in Note No. 35 to the Standalone Financial Statement.

## Particulars of Loans Given, Investments Made, Guarantees Given and Securities Provided

Details of loans given, Investments made, Guarantees given and Securities provided by the Company, along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the Standalone Financial Statement. Please refer Note nos. 6, 7, 11, 15, 35 and 40 to the Standalone Financial Statement.

## Auditors & Auditors' Reports

### Statutory Auditor

S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Regn. No. 101049W/E300004) were appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years at the Annual General Meeting held on September 25, 2017. The Company has received confirmation from them to the effect that they are not disqualified from continuing as Auditors of the Company.

The Notes on Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

### Cost Auditor

In accordance with the provisions of Section 148(1) of the Act, the Company has maintained cost accounts and records. The Board had appointed M/s Pramod Chauhan & Associates, Cost Accountants, as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year 2018-19. Further, they have been appointed as the Cost Auditors by the Board for the financial year 2019-20.

### Secretarial Auditor

The Board had appointed M/s Chandrasekaran Associates, Company Secretaries, to conduct the Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019, is annexed with this Report and marked as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

## Particulars of Employees and Related Information

Information required in terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 also form part of this report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee as specified under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The other disclosures under this Act are given in the Business Responsibility Report, which forms part of this Report. During the year under review, no complaint was received by the Company.

## Annual Return

As required under Section 134(3)(a) of the Act, Annual Returns for the year 2018-19 and 2017-18 are put up on the website of the Company and may be accessed at the link <http://nw18.com/reports/reportstv18/Notices%20Events/ExtractofAnnualReturn-2018-19.pdf> and <http://nw18.com/reports/reportstv18/Notices%20Events/ExtractofAnnualReturn-2017-18.pdf>.

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

Pursuant to Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relevant disclosures are given below:

### a) Conservation of Energy

The Company is not an energy intensive unit, hence alternate source of energy may not be feasible. However, regular efforts are made to conserve the energy. The Company evaluates the possibilities and various alternatives to reduce energy consumption. Further, use of low energy consuming LED lightings is being encouraged.

### b) Technology Absorption

The Company is conscious of implementation of latest technologies in key working areas. Technology is ever-changing and employees of the Company are made aware of the latest working techniques and technologies through workshops, group e-mails and discussion sessions for optimum utilisation of available resources and to improve



operational efficiency. The Company is not engaged in manufacturing activities. Therefore, certain disclosures on technology absorption and conservation of energy etc. are not applicable.

During the year, there has been no expenditure on Research and Development.

**c) Foreign Exchange Earnings and Outgo**

During the year under review, the Company earned ₹ 20.55 crore of foreign exchange and used ₹ 100.45 crore of foreign exchange, both on actual basis.

**General**

During the year under review:

1. The Company had not issued any equity shares with differential rights as to dividend or voting or otherwise.
2. The Company had not issued any shares (including sweat equity shares) to directors or employees of the Company under any scheme. Voting rights on the shares issued to employees in earlier years under Employees' Stock Option Scheme of the Company are either exercised by them directly or through their appointed proxy.
3. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

4. No significant and/or material order was passed by any Regulator/ Court/Tribunal which impacts the going concern status of the Company or its future operations.
5. No fraud has been reported by Auditors (Statutory Auditor, Secretarial Auditor or Cost Auditor) to the Audit Committee or the Board.
6. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

**Acknowledgement**

The Board of Directors wish to place on record its appreciation for the faith reposed in the Company and continuous support extended by all the employees, members, customers, investors, government authorities, bankers and various stakeholders.

For and on behalf of the Board of Directors

Date: July 16, 2019  
Place: Mumbai

**Adil Zainulbhai**  
Chairman

## **ANNEXURE-I**

### **TV18 BROADCAST LIMITED**

### **DIVIDEND DISTRIBUTION POLICY**

The Board of Directors (the "Board") of TV18 Broadcast Limited (the "Company") at its meeting held on July 18, 2017, has adopted this Dividend Distribution Policy (the "Policy") as required by Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

#### **OBJECTIVE**

The objective of this Policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend.

#### **CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND**

The Board of Directors of the Company, while declaring or recommending dividend shall ensure compliance with statutory requirements under applicable laws including the provisions of the Companies Act, 2013 and Listing Regulations. The Board of Directors, while determining the dividend to be declared or recommended shall take into consideration the advice of the executive management of the Company and the planned and further investments for growth apart from other parameters set out in this Policy.

The Board of Directors of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

#### **PARAMETERS TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND**

The Board of Directors of the Company shall consider the following financial/ internal parameters while declaring or recommending dividend to shareholders:

- Profits earned during the financial year
- Retained Earnings
- Earnings outlook for next three to five years
- Expected future capital/liquidity requirements
- Any other relevant factors and material events

The Board of Directors of the Company shall consider the following external parameters while declaring or recommending dividend to shareholders:

- Macro-economic environment - Significant changes in macro-economic environment materially affecting the

businesses in which the Company is engaged in the geographies in which the Company operates

- Regulatory changes – Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged
- Technological changes which necessitate significant new investments in any of the businesses in which the Company is engaged

#### **UTILISATION OF RETAINED EARNINGS**

The Company shall endeavour to utilise the retained earnings in a manner which shall be beneficial to the interests of the Company and also its shareholders.

The Company may utilize the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

#### **PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES**

The Company has issued only one class of shares viz. equity shares. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

#### **CONFLICT IN POLICY**

In the event of any conflict between this Policy and the provisions contained in the regulations, the regulations shall prevail.

#### **AMENDMENTS**

The Board may, from time to time, make amendments to this Policy to the extent required due to change in applicable laws and regulations or as deemed fit on a review.

For and on behalf of the Board of Directors

Date: July 16, 2019  
Place: Mumbai

**Adil Zainulbhai**  
Chairman

## ANNEXURE-II

### Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2018-19

#### 1. Brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs

Please refer to the Section on Corporate Social Responsibility in this report.

#### 2. The Composition of the CSR Committee:

- Mr. Adil Zainulbhai – Chairman
- Mr. Dhruv Subodh Kaji – Member
- Mr. P.M.S. Prasad – Member

#### 3. Average net profit of the Company for last three financial years : ₹ 129.70 crore

#### 4. Prescribed CSR Expenditure: ₹ 2.59 crore

(two percent of the amount as in item 3 above)

#### 5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: ₹ 2.65 crore
- Amount unspent, if any: Not Applicable
- Manner in which the amount spent during the financial year is detailed below:

Sl. No.	CSR project or activity identified	Sector in which the project is covered (Clause number of Schedule VII to the Companies Act, 2013, as amended)	Projects of Programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or program-wise (₹ in crore)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ in crore)	Cumulative expenditure up to the reporting period (₹ in crore)	Amount spent: Direct or through implement-ing agency*
1.	Sports - Young Champs Programme	Cl. (vii) Training to promote rural sports, Nationally recognized sports, Paralympic sports and Olympic Sports	Maharashtra - District-Thane	1.75	1.75	4.85	Implementing Agency - Reliance Foundation
2.	Health-Health Outreach Programme	Cl. (i) Promoting healthcare including preventive health care	Maharashtra - Mumbai	-	-	0.14	Implementing Agency - Reliance Foundation
3.	Providing Education Assistance and Partner-ship for Promoting Education	Cl.(ii) Promoting Education	Maharashtra - Mumbai, Thane	0.90	0.90	2.01	Implementing Agency - Reliance Foundation
<b>Total</b>				<b>2.65</b>	<b>2.65</b>	<b>7.00</b>	

\*Reliance Foundation (RF) is a company within the meaning of Section 8 of the Companies Act, 2013 and has a comprehensive approach towards development with an overall aim to create and support meaningful and innovative activities that address some of India's most pressing development challenges, with the aim of enabling lives, living and livelihood for a stronger and inclusive India. RF has an established track record of more than three years in undertaking such projects and programs.

#### Responsibility Statement of the Corporate Social Responsibility Committee

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Adil Zainulbhai**  
Chairman of the Board and CSR Committee

**Dhruv Subodh Kaji**  
Director

Date: April 15, 2019

Place: Mumbai

## ANNEXURE-III

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

The Members

#### TV18 Broadcast Limited

First Floor, Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel Mumbai – 400013

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by TV18 Broadcast Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (including erstwhile regulation 55A);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including erstwhile regulation);
  - (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (including erstwhile regulation); **Not Applicable**
  - (vi) The other laws, as informed and certified by the Management of the company which are specifically applicable to the Company based on the Sectors/ Industry are:
    1. Cable Television Networks (Regulation) Act, 1995;
    2. Cable Television Network Rules, 1944;
    3. Policy Guidelines For Downlinking Of Television Channel;
    4. Policy guidelines for Uplinking of Television channels from India;
    5. Telecom Regulatory Authority of India Act, 1997 r/w Standards of Quality of Service (Duration of Advertisements in Television Channels) Regulations, 2012;
    6. The Telecommunication (Broadcasting and cable Services) Interconnection Regulation 2004;
    7. The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital addressable Cable Television Systems) Regulation 2012;
    8. The Register of Interconnection Agreement (Broadcasting and Cable Services) Regulation 2004;
    9. The Indian Wireless Telegraphy Act, 1933.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

## ANNEXURE-A

The Members

### TV18 Broadcast Limited

First Floor, Empire Complex,  
414- Senapati Bapat Marg,  
Lower Parel Mumbai – 400013

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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

We further report that during the audit period following major event has happened which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- (i) The Scheme for Merger by Absorption (the 'Scheme') for merger of Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited ("collectively referred as "Transferor Companies") into TV18 Broadcast Limited ("Transferee Company") with the appointed date as April 1, 2016, was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench. The Scheme became effective from November 1, 2018. Consequent to this, the Transferor Companies ceased to be subsidiaries of the Company.

For **Chandrasekaran Associates**  
Company Secretaries

**Rupesh Agarwal**  
Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

Date: April 15, 2019

Place: New Delhi

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

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**  
Company Secretaries

**Rupesh Agarwal**  
Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

Date: April 15, 2019

Place: New Delhi

# BUSINESS RESPONSIBILITY REPORT

The Company is pleased to present its Business Responsibility Report for the financial year ended March 31, 2019.

At TV18 Broadcast Limited (“TV18” or “the Company”) business priorities co-exist with social commitments. Being engaged in broadcasting business, the Company seeks to touch and transform people’s lives by raising issues affecting common man. The Company continuously aims to achieve long term value for its stakeholders by conducting its business in a socially responsible and ethical manner and engaging itself in deep social engagements.

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN)	L74300MH2005PLC281753
2. Name of the Company	TV18 Broadcast Limited
3. Registered Address	First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
4. Website	www.nw18.com
5. Email id	investors.tv18@nw18.com
6. Financial year reported	April 1, 2018 – March 31, 2019

### 7. Sector(s) that the Company is engaged in (Industrial Activity Code-Wise)

The Company is mainly engaged in the business of Broadcasting of General and Business News television channels i.e. falling into ‘Television Programming and Broadcasting Activities - National Industrial Classification (NIC 2008 Code) - 6020, of Ministry of Statistics and Programme Implementation.

### 8. Three Key Products/ Services that the Company manufactures/ provides (as in Balance Sheet)

The Company mainly provides Broadcasting Services and is engaged in the business of Broadcasting of various General and Business News television channels. The Company primarily earns revenue from Advertisement, Subscription and Sale of Media Contents.

### 9. Total number of Locations where business activity is undertaken by the Company

Number of National Locations: Indian operations of the Company are carried out through over 85 offices located in major cities of the Country including Mumbai, Noida, Gurugram, Chennai, Kolkata, Hyderabad, Bengaluru, Ahmedabad, Patna, Chandigarh, Jammu, Kochi etc.

### 10. Markets served by the Company

TV18 and its subsidiaries reaches more than 800 million television viewers in India through its 55 channels across news and entertainment. In addition, it also operates 16 international channels catering to the global Indian Diaspora.

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid-up Capital	: ₹ 342.87 crore
2. Total Turnover	: ₹ 1,079.21 crore
3. Total Profit after Taxes	: ₹ 85.05 crore
4. Total spending on Corporate Social Responsibility (“CSR”) as Percentage of Profit after tax(%)*	: 3.12%

\*This is %age to current year profit. Company has spent more than 2% of average net profit of last 3 financial years, as required under Companies Act, 2013

### 5. List of activities in which expenditure in 4 above has been incurred

During the financial year 2018-19, CSR expenditure has been incurred on promoting education and sports programme. A detailed report on CSR activities is contained in this Annual Report.

## SECTION C: OTHER DETAILS

### 1. Subsidiary company/companies

As at March 31, 2019, the Company has 9 subsidiary companies, details of which are given in Annual Return as referred to in the Board’s Report.

### 2. Participation of Subsidiary company/companies in the Business Responsibility initiatives of the Parent Company

The Company encourages participation of its subsidiary companies in its group-wide Business Responsibility (“BR”) initiatives. As a responsible corporate citizen, the

Company promotes sustainable and inclusive development. Company's subsidiary Viacom18 Media Private Limited, which is required to undertake CSR activities under the provisions of the Companies Act, 2013, is aligned with the CSR activities of the Group.

**3. Participation and percentage of other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, in the BR initiatives of the Company**

The Company recognises the fact that the stakeholders have ability to influence the way a Company is perceived. The Company engages with several stakeholders in the value chain. Considering the nature of operations of the Company, number of such entities is not very significant and would be less than 30%.

- DIN: 06646490  
Name: Mr. Adil Zainulbhai  
Designation: Independent Director (Chairman)
- DIN: 00192559  
Name: Mr. Dhruv Subodh Kaji  
Designation: Independent Director
- DIN: 00012144  
Name: Mr. P.M.S. Prasad  
Designation: Non-Executive Director

**b) Details of the BR Head:**

Sl. No.	Particulars	Details
1	DIN Number	06646490
2	Name	Mr. Adil Zainulbhai
3	Designation	Chairman, Corporate Social Responsibility Committee
4	Telephone	+91 22 6666 7777 / 4001 9000
5	Email ID	Adil.Zainulbhai@nw18.com

**SECTION D: BR INFORMATION**

**1. Details of Director/Directors responsible for BR**

**a) Details of the Director/Directors responsible for implementation of the BR policy/policies**

The Corporate Social Responsibility Committee ("CSR Committee") of the Board of Directors is responsible for implementation of BR policies of the Company. The members of CSR Committee are:

**2. Principle-wise (As per NVGs) BR Policy/Policies**

**a) Details of Compliance (Reply Yes/No)**

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a Policy/Policies for ...	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Has the Policy been formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Does policy conform to any national /international standards? If yes, specify	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Has the policy been approved by the Board? If yes, has it been signed by MD/ CEO/ appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Does the Company have a specified Committee of the Board/ Director/ Official to oversee implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6	Indicate the link for the policy to be viewed online	Linkages of these policies with BR principles are given below. The policies are available at Company's website www.nw18.com, the web links of which are: <ul style="list-style-type: none"> <li>• <b>Corporate Social Responsibility Policy-</b> <a href="http://www.nw18.com/reports/reportstv18//Policies/Corporate%20Social%20Responsibility%20Policy_1.pdf">http://www.nw18.com/reports/reportstv18//Policies/Corporate%20Social%20Responsibility%20Policy_1.pdf</a></li> <li>• <b>Our Code-</b> <a href="http://www.nw18.com/reports/reportstv18//Notices%20Events/Other%20Notices/Code%20Conduct.pdf">http://www.nw18.com/reports/reportstv18//Notices%20Events/Other%20Notices/Code%20Conduct.pdf</a></li> <li>• <b>Code of Conduct-</b> <a href="http://www.nw18.com/reports/reportstv18//Notices%20Events/Other%20Notices/Code%20Conduct.pdf">http://www.nw18.com/reports/reportstv18//Notices%20Events/Other%20Notices/Code%20Conduct.pdf</a></li> </ul>								

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7	Has the policy been formally communicated to all relevant internal and external stakeholders?									
8	Does the Company have in-house structure to implement the policy?									
9	Does the Company have a grievance redressal for mechanism related to the policy to address stakeholders grievances related to the policy?									
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?									

#### Linkages of various Company Policies with BR Principles as per NVG

Principle No.	NVG Principle	Reference Document	Reference Section
1	Businesses should conduct and govern themselves with ethics, transparency and accountability	Code of Conduct Our Code	Sections 2, 3 5 and 7 Section 3
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	Our Code Corporate Social Responsibility Policy	Section 5 Sections 1 and 2
3	Businesses should promote the well-being of all employees	Code of Conduct	Sections 3,4,6 and 8
4	Businesses should respect interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised	Code of Conduct Our Code Corporate Social Responsibility Policy	Sections 5 and 6 Section 5 Section 4
5	Businesses should respect and promote human rights	Code of Conduct Our Code	Sections 6 and 8 Section 5
6	Business should respect, protect and make efforts to restore the environment	Corporate Social Responsibility Policy Code of Conduct Our Code	Section 4 Section 3 Section 5
7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	Code of Conduct	Section 5
8	Businesses should support inclusive growth and equitable development	Our Code Corporate Social Responsibility Policy	Section 5 Section 3
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner	Code of Conduct Our Code	Section 5 Sections 2 and 5



**3. Governance related to BR**

**a) Frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company**

The CSR Committee and the Board of Directors annually assess the Company's BR performance.

**b) Publication of BR or Sustainability report, hyperlink for viewing this report and frequency of publication**

The BR report is available at the website of the Company and may be accessed at the link [http://nw18.com/reports/reportstv18/Notices%20Events/business/TV18\\_BRR\\_2018-19.pdf](http://nw18.com/reports/reportstv18/Notices%20Events/business/TV18_BRR_2018-19.pdf).

enactments/regulations/advisories issued by Ministry of Information and Broadcasting and the self-regulatory guidelines/ advisories issued by Indian Broadcasting Federation (IBF) and its arm Broadcasting Content Complaint's Council (BCCC) and News Broadcasters Association (NBA) from time to time.

**SECTION E: PRINCIPLE-WISE PERFORMANCE  
PRINCIPLE 1**

**BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY**

**1. Coverage of Policy relating to ethics, bribery and corruption (viz. Joint Ventures, Suppliers, Contractors, NGOs/Others)**

At TV18, the Code of Conduct serves as a guiding policy to all the employees of the Company and subsidiaries across all levels and grades. The Company has adequate control measures in place to address issues relating to ethics, bribery and corruption in the context of appropriate policy. This mechanism includes directors, senior executives, officers, employees (whether permanent, contractual or temporary) and third parties including suppliers, contractors and business partners associated with TV18. The Company has a well defined policy which spells out principles on ethical business conduct and the framework for reporting concerns.

**2. Stakeholders' complaints received in the past financial year and percentage of complaints satisfactorily resolved by the management**

During the financial year 2018-19, Two complaints were received from investors, which have been resolved.

Additionally, on an ongoing basis the complaints/ grievances/ views from viewers and other stakeholders are dealt with by respective functions within the Company.

**PRINCIPLE 2**

**BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE**

**1. List up to three Products or services whose design has incorporated social or environmental concerns, risks and/or opportunities**

The Company's broadcasting services and distribution of contents thereof are in compliance with applicable

**2. For each such product, details in respect of resource use including a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain and b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

As a service provider, the operations of the Company require minimal energy consumption. Continuous efforts are being made to reduce the consumption of energy viz. use of low energy consuming LED lights is being encouraged at workplace. The Company and its employees ensure that there is optimum utilisation of the available resources (like water, energy, etc.).

**3. Procedures in place for sustainable sourcing (including transportation) and percentage of inputs sourced sustainably**

The Company maintains a healthy relationship with its content providers, vendors and other suppliers and the business policies of the Company include them in its growth. The process of vendor registration lays emphasis on conformity of safe working conditions and business ethics by the vendor.

**4. Steps taken to procure goods and services from local and small producers, including communities surrounding place of work and steps taken to improve the capacity and capability of local and small vendors**

Most of the business operations of the Company are carried out from commercial hubs of the Country. The content provider and other goods and service providers required for the day-to-day operations are sourced from local vendors and small producers, which has contributed to their growth. Additionally, the Company encourages local talent in production of contents for its television channels and respect the right of people who may be owners of traditional knowledge and other forms of Intellectual Property.

**5. Mechanism to recycle products and waste and the percentage of recycling of products and waste (Separately as <5%, 5-10%, >10%)**

The Company is not involved in any manufacturing activity and hence there is no consequent discharge of waste and

effluents. Additionally, any electronic item discarded by the Company is channelised through authorised recyclers in consonance with requisite enactment/ rules / guidelines issued by the Ministry of Environment, Forest and Climate Change / concerned Pollution Control Board.

### PRINCIPLE 3

#### BUSINESSES SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES

##### 1. Total number of employees

As on March 31, 2019, total number of employees on rolls of Company was 4936. In TV18, equal opportunity is given to employees at all levels both at the time of recruitment and during the course of employment, The Company's Code of Conduct encourages equal opportunity and considers it as a matter of fairness, respect and dignity. Also, due cognizance is given to work-life balance of all employees. Company organizes various training programmes for employees. Company's contractual employees also undergo safety as well as other trainings.

##### 2. Number of permanent women employees

As on March 31, 2019, total number of permanent women employees was 788.

##### 3. Number of permanent employee with disabilities

As on March 31, 2019, total number of permanent employees with disabilities was 3.

##### 4. Employee association recognised by management

No employee association exists.

##### 5. Percentage of permanent employees that are members of recognised employee association

Not Applicable, as there is no recognised employee association.

##### 6. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as at the end of the financial year

No cases of child labour, forced labour, involuntary labour paid or unpaid and no cases of sexual harassment and discriminatory employment were reported in the last financial year. The Company has in place the Prevention of Sexual Harassment (POSH) Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act,

2013, which ensures a free and fair enquiry process with clear timelines. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. Further, the Company has an Internal Complaints Committee where employees can register their complaints against sexual harassment. The Company conducts awareness programmes against Sexual Harassment across the location on continuous basis.

##### 7. Percentage of above mentioned employees who were given safety and skill up-gradation training in the last year

The Company has employee-centric culture. Training and development of people is given high importance in TV18. The HR function has robust overall functioning and continues to raise the bar of excellence in people policies, practices, systems and data. This is being accomplished by driving a mature governance and management assurance process. The Company organises various training sessions in-house on a regular basis and also sponsors its employees to attend training sessions organised by external professional bodies to facilitate upgradation of skill of employees handling relevant functions, basic fire and safety training. During the year, around 54.4% of employees received formal training of safety and overall 80% of employees received formal training on skill upgradation.

### PRINCIPLE 4

#### BUSINESSES SHOULD RESPECT INTEREST OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED

##### 1. Mapping of Internal and External Stakeholders

The Company has mapped its internal and external stakeholders, the major/key categories include (i) Government and regulatory authorities; (ii) Employees; (iii) Consumers; (iv) Suppliers; (v) Investors, Shareholders and Lenders; (vi) Local Community; (vii) NGOs.

TV18 believes that the stakeholder engagement process is necessary for achieving its sustainability goal of inclusive growth. Stakeholder engagement helps in attaining better understanding of the perspectives on key issues and builds a strong relationship with them. The Company seeks timely feedback and response through formal and informal channels of communication to ensure that the stakeholder information remains updated.

## 2. Identification of the disadvantaged, vulnerable and marginalised stakeholders

The Company has identified disadvantaged, vulnerable and marginalised stakeholders.

## 3. Special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders

TV18 believes in sustainable and inclusive development of the society. It has taken the path of inclusive development to address the societal issues and engage with the disadvantaged, vulnerable and marginalised stakeholders. The Company extends its support beyond the business activities to the marginalised and vulnerable groups through its various social initiatives including CSR initiatives. Initiatives taken by the Company during the financial year 2018-19 to support disadvantaged, vulnerable and marginalised section of society are detailed in the Annual Report on CSR activities forming part of this Annual Report.

### PRINCIPLE 5

#### BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

##### 1. Coverage of the Company's policy on human rights and its extension to the Group/Joint ventures/Suppliers/Contractors/NGOs/Others

TV18's Code of Conduct demonstrates its commitment towards the preservation of human rights across the value chain. The Company believes that a sustainable organisation rests on foundation of business ethics and respect for human rights. TV18 promotes awareness of the importance of respecting human rights within its value chain and discourages instances of abuse. There were no reported complaints during the financial year 2018-19.

##### 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

There were no complaints reported on violation of any Human rights during the financial year 2018-19.

### PRINCIPLE 6

#### BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

##### 1. Coverage of the policy related to Principle 6 and its extension to the Group/Joint ventures/Suppliers/Contractors/NGOs/Others

TV18 is committed to environmental causes. The Company encourages its employees, subsidiaries, joint ventures and other associates to play their part in protecting environment

and make it a priority. The Company, as an ongoing process is continuously taking several green initiatives at all its office locations.

##### 2. Company's strategies/initiatives to address global environmental issues such as climate change, global warming, etc.

TV18 endeavours to identify and harness alternative and renewable energy sources. Energy efficiency in operations is one of the key focus areas at all locations. A dedicated group works continuously to identify and develop energy efficiency.

The Company adheres to all legal requirements and norms of energy conservation and other environmental conservation standards stipulated by the Regulatory authorities.

##### 3. Identification and Assessment of potential environmental risks

The Company being in the business of Broadcasting does not involve in any manufacturing activity. However, the Company is committed to safety and protecting the environment in which it operates.

##### 4. Company's initiatives towards Clean Development Mechanism

The Company being in the business of Broadcasting does not involve in any manufacturing activity and hence there is no specific project related to Clean Development Mechanism. However, the Company ensures that due importance is given to energy efficiency.

##### 5. Company's initiatives on – Clean Technology, Energy Efficiency, Renewable Energy etc.

The Company being in the business of Broadcasting does not involve in any manufacturing activity. However, regular efforts are made to conserve the energy, viz. use of low energy consuming LED lightings are being encouraged.

##### 6. Reporting on the emissions/waste generated by the Company as per the permissible limits given by CPCB/SPCB

The Company being in the business of Broadcasting, does not involve any manufacturing activity. Basis the operations of the Company, this requirement is not applicable on it.

##### 7. Number of show cause/legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year

No show cause/legal notice has been received from CPCB/ SPCB.

**PRINCIPLE 7****BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER****1. Representation in any Trade and Chambers or Association.**

The Company is a Member of:

- A. Indian Broadcasting Foundation
- B. Advertising Agencies Association of India
- C. Advertising Standards Council of India
- D. Broadcast Audience Research Council

**2. Advocated/Lobbied through above associations for advancement or improvement of public good**

The Company has been active in various business associations and supports/advocates on various issues which affects the industry and consumers.

**PRINCIPLE 8****BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT****1. Specified programmes/initiatives/projects by the Company in pursuit of the policy related to Principle 8**

As a responsible corporate citizen, TV18 promotes sustainable and inclusive development. During financial year 2018-19, the Company's CSR initiatives were focused towards promoting education and sports programme.

**2. Modes through which programmes/projects undertaken (through in-house team/own foundation/ external NGO/ government structures/any other organisation).**

The Company has engaged Reliance Foundation for carrying out its CSR projects.

**3. Impact assessment of initiatives**

The progress on the Company's CSR initiatives is periodically reviewed by the CSR Committee and the Board of Directors. The Company is in the process of establishing suitable framework to capture the impact (social/ economic and developmental) of its initiatives.

**4. Company's direct contribution to Community Development Projects**

During the financial year 2018-19, the Company had spent ₹ 2.65 crore on community development projects.

**5. Steps undertaken to ensure that Community Development initiatives is successfully adopted by the community**

Engagement and participation of Community is encouraged by TV18. Adequate steps are taken to ensure that community development/CSR initiatives of the Company are successfully adopted by the Community.

**PRINCIPLE 9****BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER****1. Percentage of customer complaints/ consumer cases as on the end of financial year**

There are no material customer complaints / consumer cases outstanding as at the end of financial year.

**2. Product information and Product labelling**

The Company does not sell any product, hence it is not applicable. However, the Company complies with all regulatory requirements relating to its business.

**3. Cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as at end of financial year**

No material case has been filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years which is pending as at end of financial year March 31, 2019.

**4. Did your Company carry out any consumer survey/ consumer satisfaction trends?**

Apart from television ratings signifying popularity and viewership of various Television channels/Program, the marketing department on a regular basis carries out surveys (either web-based or otherwise) for identifying consumers viewing behaviour and emerging trends on consumer preferences. The Company also carries out studies from time to time on process requirement areas through consulting firms.

# CORPORATE GOVERNANCE REPORT

The report containing details of Corporate Governance systems and processes of TV18 Broadcast Limited (hereinafter referred to as "TV18" or "the Company") in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") is as follows:

## 1. Company's Philosophy on Code of Governance

Corporate Governance is about commitment to values and ethical business conduct. We look upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term shareholders' value creation. Good Corporate Governance is about enhancing value for all our stakeholders. The Company is committed to adopt best practices in Corporate Governance and disclosures thereunder. This includes its corporate and other structures, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosures of information regarding the financial situation, performance, ownership and governance of the Company are an important part of Corporate Governance.

The Company believes that sound Corporate Governance is critical to enhance and retain investors' trust. The Company's Corporate Governance philosophy is based on the following core values of the Company:

1. Customer Value
2. Ownership Mindset
3. Respect
4. Integrity
5. One Team
6. Excellence

The Company complies with all statutory and regulatory requirements on Corporate Governance and has constituted the requisite committees to look into issues of financial reporting, investor grievances, executive remuneration and corporate social responsibility and risk management. This attitude of TV18 has strengthened the bond of trust with its stakeholders including the society at large.

## Ethics/Governance Policies

At TV18, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to the ethical standards to ensure integrity, transparency, independence and accountability in dealing with all the stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code to Regulate, Monitor and Report Trading by Designated Persons and Specified Connected Persons of the Company and Material Subsidiaries of the Company
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Vigil Mechanism and Whistle-Blower Policy
- Policy on Determination and Disclosure of Materiality of Events and Information
- Policy for Preservation of Documents
- Website Archival Policy
- Policy for Determining Material Subsidiaries
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy for Selection of Directors and Determining Directors' Independence
- Remuneration Policy for Directors, Key Managerial Personnel and other employees
- Policy for Performance Evaluation of Independent Directors, Board, Committees and other Individual Directors
- Policy on Board Diversity
- Dividend Distribution Policy
- Risk Management Policy
- Data Privacy Policy

## 2. Board of Directors

### Board composition and category of Directors

The composition of the Board, category and DIN of Directors as on the date of report are as follows:

Category	Name of Directors	Director Identification Number (DIN)
Independent Directors	Mr. Adil Zainulbhai (Chairman)	06646490
	Mr. Dhruv Subodh Kaji	00192559
	Mr. Rajiv Krishan Luthra	00022285
	Ms. Renuka Ramnath	00147182
Non-Executive Non-Independent Directors	Mr. P.M.S. Prasad	00012144
	Ms. Jyoti Deshpande	02303283
Executive Director	Mr. Rahul Joshi (Managing Director)	07389787

None of the Directors are inter-se related to any other Director on the Board or are related to any Key Managerial Personnel of the Company.

Further, none of the Directors hold any share in the Company.

Ms. Nirupama Rao, who was Independent Director, resigned from the directorship w.e.f. May 29, 2018. Ms. Rao resigned due to her preoccupation with writing and research work. Other than the reason stated herein there was no other material reason for her resignation.

### Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Directors on the Board. The Committee, inter-alia, considers qualifications, positive attributes, areas of expertise and number of Directorship(s) and Membership(s) held in various committee(s) of other company(ies) by such persons in accordance with the Company's Policy for Selection of Directors and Determining Directors' Independence. The Board considers the Committee's recommendations and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, gives a declaration that he meets the criteria of independence as provided under the law and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. All the Independent Directors have given the requisite declarations of independence during the year.

In the opinion of Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

### Meetings of Independent Directors

The Company's Independent Directors meet at least once every year without the presence of Non-Independent Directors and Management Personnel. Such meetings are conducted to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the other Independent Directors. Independent Directors take appropriate steps to present their views to the Board.

### Performance Evaluation Criteria of Directors

Performance of Directors is evaluated based on the criteria of evaluation of Directors (including Independent Directors) devised by the Nomination and Remuneration Committee of the Board. As per the criteria, the directors are evaluated based on their attendance, effective contributions in the meetings, domain knowledge, vision and strategy, awareness of the business and regulatory environment in which the Company operates etc.

### Familiarisation Programmes for Board Members

The Board Members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The Company organises programmes and presentations for the Board of Directors in order to familiarise them with their roles, rights, responsibilities in the Company, nature of the industry in which it operates, business model of the Company, and other related matters.

Presentations are made periodically at the Board and its Committees' meetings on business and performance updates of the Company, global business environment, business strategy and risks involved. Updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are also informed to the Directors.

The details of such familiarisation programmes for Independent Directors are posted on the website of the Company and may be accessed at the link <http://nw18.com/reports/reportstv18/Policies/TV18FamiliarisationProgrammesforIndependentDirectors-2018-19.pdf>.

#### **Core Skills/Expertise/Competence of the Board of Directors**

The Company's Board comprises qualified members who have required skills, competencies and expertise to discharge their duties as Company's directors and make effective contribution. The following skills/expertise/competencies have been identified by the Board in the context of business of the Company and are currently available with the Board:

- a) Industry / Operation experience
- b) Strategy Development
- c) Finance and Risk Management
- d) Public Policy / Legal
- e) Governance
- f) Human Resource and Leadership Skills

#### **Code of Conduct**

The Company has in place a Code of Conduct (the "Code") for its Directors and Employees. The Code lays down standards of business conduct, ethics and governance. The Code is also applicable to Non-Executive Directors (including Independent Directors) to such extent as may be applicable to them depending on their roles and responsibilities. The Code reflects the values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

A copy of the Code has been posted on the Company's website [www.nw18.com](http://www.nw18.com). The Directors and Senior Management affirm compliance with the Code annually. A declaration to this effect, signed by the Managing Director of the Company in this regard is given below:

"It is hereby certified that all the Members of the Board and Senior Management Personnel have confirmed to and complied with the applicable Code during the financial year 2018-19 and there has been no instance of violation of the Code."

Rahul Joshi  
Managing Director

Date: April 15, 2019  
Place: Mumbai

### **3. Board and Committee Meetings and its Procedures**

#### **(a) Institutionalised decision-making process**

The Board of Directors is the apex body constituted by Members for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that stakeholders' long-term interests are being served.

The Board has constituted various committees, namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee. The Board is authorised to constitute additional functional committees, from time to time, depending on business needs.

The Company's internal guidelines for Board/Board Committee meetings facilitate the decision making process at the meetings in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines in the Company.

#### **(b) Scheduling and selection of agenda items for Board meetings**

- (i) Minimum five pre-scheduled Board meetings are held in a financial year. Board meetings are convened by giving appropriate notice to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/approval/decision at Board/Board Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board/Board Committee meetings.
- (iii) The Board is given presentations/briefed on areas covering operations of the Company, before taking on record the quarterly/annual financial results of the Company. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

- (iv) The agenda and notes on agenda are circulated to Directors in advance and in the defined agenda format. All material information is incorporated in the notes to the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) of the agenda are permitted.

All Board and Committee meetings' agenda papers are disseminated electronically, on a real time basis, by uploading them on a secured online application specifically designed for this purpose.

**(c) Recording minutes of proceedings of Board and Board Committee meetings**

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/Board Committee members within 15 days from the date of Board/Board Committee meeting for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

**(d) Post meeting follow-up mechanism**

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees. Important decisions

taken at the Board/Board Committee meetings are communicated promptly to the concerned departments/divisions. Minutes of the previous meeting(s) are placed at the succeeding meeting of the Board/Board Committee for noting. Further, action taken report on decisions in the previous meetings is placed in the succeeding meeting.

**(e) Compliance**

The Company Secretary, while preparing the agenda, notes on agenda, minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations including the Companies Act, 2013 (the "Act") read with rules issued thereunder, Listing Regulations and the Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.

**4. Details of Board Meetings Held**

Five Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below and the maximum time gap between any two meetings was less than 120 days.

Date of the Meeting	Board Strength	No. of Directors Present
April 24, 2018	5	4
July 24, 2018	5	5
October 15, 2018	6	3
January 15, 2019	6	5
March 28, 2019	6	4

**5. Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorship(s) and Chairmanship(s) /Membership(s) of Committees of each Director in various Companies:**

Name of the Director	Attendance at meetings during 2018-19		No. of other Directorship(s) <sup>@</sup> as on 31.03.2019	Directorship in other listed Company(ies)* and Category of Directorship as on 31.03.2019	No. of Membership(s) / Chairmanship(s) of Board committees <sup>#</sup> as on 31.03.2019
	Board	AGM			
Mr. Adil Zainulbhai	5	Yes	8	1. Reliance Industries Limited – Independent Director 2. Reliance Jio Infocomm Limited (only debentures are listed) -Independent Director 3. Network18 Media & Investments Limited -Independent Director 4. Cipla Limited - Independent Director 5. Larsen and Toubro Limited -Independent Director	9 (including 5 as Chairman)



Name of the Director	Attendance at meetings during 2018-19		No. of other Directorship(s) <sup>®</sup> as on 31.03.2019	Directorship in other listed Company(ies)* and Category of Directorship as on 31.03.2019	No. of Membership(s) / Chairmanship(s) of Board committees <sup>#</sup> as on 31.03.2019
	Board	AGM			
Mr. Dhruv Subodh Kaji	4	No	8	1. Welspun Corp Limited - Independent Director 2. Welspun Enterprises Limited - Independent Director 3. HDFC Asset Management Company Limited - Independent Director 4. Ceinsys Tech Limited - Independent Director 5. Network18 Media & Investments Limited - Independent Director	10 (including 2 as Chairman)
Mr. Rajiv Krishan Luthra	3	Yes	5	1. DLF Limited - Independent Director 2. Network18 Media & Investments Limited -Independent Director	3 (including 1 as Chairman)
Ms. Nirupama Rao <sup>1</sup>	1	No			
Mr. P.M.S. Prasad	2	Yes	4	1. Reliance Industries Limited -Executive Director 2. Network18 Media & Investments Limited - Non-Executive Director	4
Mr. Rahul Joshi <sup>2</sup>	3	N.A.	4	1. Network18 Media & Investments Limited-Executive Director	2 (including 1 as Chairman)
Ms. Jyoti Deshpande <sup>3</sup>	3	Yes	6	1. Network18 Media & Investments Limited - Non-Executive Director 2. Eros International Media Limited - Non-Executive Director 3. Balaji Telefilms Limited - Non-Executive Director	-
Ms. Renuka Ramnath <sup>4</sup>	N.A.	N.A.	16	1. Arvind Limited – Independent Director 2. Ultratech Cement Limited – Independent Director 3. Tata Communications Limited - Independent Director 4. L&T Technology Services Limited - Independent Director 5. PVR limited – Non-Executive Director 6. Indian Energy Exchange Limited - Non-Executive Director 7. Vastu Housing Finance Corporation Limited - Non-Executive Director (Debentures and Bonds are Listed) 8. Network18 Media & Investments Limited - Independent Director	4 (including 2 as Chairperson)

<sup>®</sup> Directorships held by Directors as mentioned above, do not include Directorships in foreign Companies and Section 8 companies

<sup>\*</sup>Equity listed companies unless specifically mentioned otherwise

<sup>#</sup>In accordance with Regulation 26 of the Listing Regulations, Membership(s)/Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (including that of the Company) have been considered

1 Ceased to be Director w.e.f. May 29, 2018. One Board Meeting was held during her tenure

2 Appointed as Director and Managing Director w.e.f. October 15, 2018. Three Board Meetings were held during his tenure

3 Appointed as Director w.e.f. July 9, 2018. Four Board Meetings were held during her tenure

4 Appointed as Director w.e.f. July 16, 2019. Hence other directorships and committee positions have been provided as of date of appointment

Video/audio-conferencing facilities are provided to facilitate Directors traveling abroad or present at other locations to participate in the meetings.

The number of Directorship, Committee membership, chairmanship of all Directors is within the respective limits prescribed under Companies Act, 2013 and the Listing Regulations.

## 6. Board Committees

Details of the Board Committees and other related information are provided hereunder:

Audit Committee		Nomination and Remuneration Committee	
1	Mr. Adil Zainulbhai (Independent Director, Chairman of the Committee)	1	Mr. Dhruv Subodh Kaji (Independent Director, Chairman of the Committee)
2	Mr. Dhruv Subodh Kaji (Independent Director)	2	Mr. Adil Zainulbhai (Independent Director)
3	Mr. Rajiv Krishan Luthra (Independent Director)	3	Mr. Rajiv Krishan Luthra (Independent Director)
4	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)	4	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)
Stakeholders' Relationship Committee		Corporate Social Responsibility Committee	
1	Mr. Dhruv Subodh Kaji (Independent Director, Chairman of the Committee)	1	Mr. Adil Zainulbhai (Independent Director, Chairman of the Committee)
2	Mr. Rahul Joshi (Managing Director)	2	Mr. Dhruv Subodh Kaji (Independent Director)
3	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)	3	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)
Risk Management Committee			
1	Mr. Adil Zainulbhai (Independent Director, Chairman of the Committee)		
2	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)		
3	Mr. Rahul Joshi (Managing Director)		
4	Mr. Ramesh Kumar Damani (Group Chief Financial Officer)		

Mr. Deepak Gupta, Company Secretary and Compliance Officer, is the Secretary to all the Committees.

**Meetings of Board Committees held during the year and Directors' attendance:**

Particulars	Audit Committee		Nomination and Remuneration Committee		Stakeholders' Relationship Committee		Corporate Social Responsibility Committee	
	Number of Meetings held during the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended	Number of Meetings held during the tenure	Number of Meetings attended
Mr. Adil Zainulbhai	5	5	3	3	N.M.	-	1	1
Mr. Dhruv Subodh Kaji	5	5	3	3	1	1	1	1
Mr. Rajiv Krishan Luthra	5	2	3	1	N.M.	-	N.M.	-
Ms. Nirupama Rao	N.M.	-	N.M.	-	N.A.#	-	N.M.	-
Mr. P.M.S. Prasad	5	3	3	1	1	0	1	1
Ms. Jyoti Deshpande	N.M.	-	N.M.	-	N.M.	-	N.M.	-
Mr. Rahul Joshi	N.M.	-	N.M.	-	1*	1	N.M.	-

# Ceased to be a member of the Committee w.e.f. May 29, 2018

\* Appointed as a member of the Committee w.e.f. January 15, 2019

N.M. - Not a Member of the Committee

N.A. – Not Applicable as not a Member of the Committee as on the date of meeting

Risk Management Committee was constituted during last quarter of the financial year 2018-19 and no meeting of the Committee was held during the said financial year.

**Procedure at Committee Meetings**

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage external experts, advisors and counsels to the extent it considers appropriate to assist in discharging its functions. Minutes of proceedings of Committee meetings are circulated to the respective Committee members and are also placed before the Board for noting. During the year, all the recommendations made by the respective Committees were accepted by the Board.

**Terms of Reference and Other Details of Committees**
**a) Audit Committee**
**Composition of the Committee**

Mr. Adil Zainulbhai (Chairman)	Independent Director
Mr. Dhruv Subodh Kaji	Independent Director
Mr. Rajiv Krishan Luthra	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee's composition and terms of reference meet with requirements of Section 177 of the Act and Regulation 18 of Listing Regulations. Members of the Audit Committee possess financial/accounting expertise/ exposure.

**Terms of Reference of the Audit Committee, inter-alia, includes the following:**

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- Recommendation for appointment, remuneration and terms of appointment of auditors, including cost auditors, of the company
- Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for its approval, with particular reference to:
  - matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - changes, if any, in accounting policies and practices and reasons for the same
  - major accounting entries involving estimates based on the exercise of judgment by management

- significant adjustments made in the financial statements arising out of audit findings
- compliance with listing and other legal requirements relating to financial statements
- disclosure of any related party transactions
- modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process
- Approval or any subsequent modification of transactions with related parties of the Company
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing, with the management, performance of statutory and internal auditors
- Reviewing with the management adequacy of the internal control systems
- Reviewing the adequacy of internal audit function, if any including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors of any significant findings and follow up there on
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- 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
- To look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors
- To review the functioning of the Whistle Blower mechanism and vigil mechanism
- Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background etc. of the candidate
- To review the following:
  - Management Discussion and Analysis of financial condition and results of operations
  - statement of significant related party transactions (as defined by the Audit Committee), submitted by management
  - Management letters / letters of internal control weaknesses issued by the statutory auditors
  - Internal audit reports relating to internal control weaknesses
  - the appointment, removal and terms of remuneration of the chief internal auditor
  - Statement of deviations:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1) of Listing Regulations
    - (b) annual statement of funds utilized for purpose other than those stated in the offer document/prospectus in terms of Regulation 32(7) of Listing Regulations
- To review financial statements, in particular the investments made by the Company's unlisted subsidiaries
- To note report of compliance officer as per SEBI (Prohibition of Insider Trading) Regulations, 2015
- To review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

### General

Executives of Finance and Accounts Department, Secretarial Department and representatives of Statutory and Internal Auditors are also invited to attend the Audit Committee Meetings.

The Internal Auditors report directly to the Audit Committee.

During the year, five meetings of the Audit Committee were held on April 24, 2018, July 24, 2018, October 10, 2018, January 15, 2019 and March 28, 2019 and the maximum time gap between any two meetings was less than 120 days.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on August 24, 2018.

### b) Nomination and Remuneration Committee Composition of the Committee

Mr. Dhruv Subodh Kaji (Chairman)	Independent Director
Mr. Adil Zainulbhai	Independent Director
Mr. Rajiv Krishan Luthra	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee's composition and terms of reference meet with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

### Terms of Reference of the Committee, inter-alia, include the following:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversit
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal

- To carry out evaluation of every director's performance
- Consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management i.e. Chief Executive Officer, Managing Director, Whole-time Director, Manager, Chief Financial Officer and Company Secretary
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications, as may be applicable.

During the year, three meetings of the Nomination and Remuneration Committee were held on April 24, 2018, January 15, 2019 and March 28, 2019.

### Remuneration policy and Details of remuneration of Directors:

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is posted on the website of the Company and may be accessed at <http://nw18.com/reports/reportstv18/Policies/TV18RemunerationPolicyforDirectors,KMPsandotheremployees.pdf>. Further, the Company has devised a Policy for Performance Evaluation of Independent Directors, Board, Committees and other Individual Directors. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the industry practice.

### Remuneration of the Managing Director

Mr. Rahul Joshi is Managing Director of the Company w.e.f. October 15, 2018. Details of remuneration paid to Managing Director is as below:

Particulars	Amount (in ₹)
Salary and allowances	2,38,77,653
Perquisite	-
Retiral benefits	10,07,362
<b>Total</b>	<b>2,48,85,015</b>

Mr. Rahul Joshi is also Managing Director in Network18 Media & Investments Limited, the holding company. As per the terms of approval of his remuneration, he can be paid remuneration from the Company or the Holding Company or by both the companies, provided that the total remuneration drawn from the companies does not exceed his approved remuneration. During the year, he has also received ₹ 2,63,36,372/- as remuneration from the Holding Company.

The tenure of office of Managing Directors is for three (3) years from date of appointment and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fee. Managing Director is not entitled for commission and has not been granted any stock option by the Company.

#### Details of the remuneration/sitting fees paid to the Directors

During the year, apart from the sitting fees, no remuneration was paid to the Non-Executive Directors. The criteria for making payments to Non- Executive Directors is posted on the website of the Company and may be accessed at: <http://nw18.com/reports/reportstv18/Notices%20Events/Other%20Notices/Criteria%20for%20payment%20to%20NEDs-TV18.pdf>

#### Sitting fee paid to the Directors during the year is given below:

(Amount in ₹)	
Name of the Directors	Sitting Fee*
Mr. Adil Zainulbhai (Chairman)	15,00,000
Mr. Dhruv Subodh Kaji	15,00,000
Mr. Rajiv Krishan Luthra	6,00,000
Ms. Nirupama Rao <sup>1</sup>	2,00,000
Mr. P.M.S. Prasad	7,00,000
Ms. Jyoti Deshpande	3,00,000

\* Exclusive of applicable taxes, if any

1. Ceased to be Director w.e.f. May 29, 2018

There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

#### c) Stakeholders' Relationship Committee Composition of the Committee

Mr. Dhruv Subodh Kaji (Chairman)	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director
Mr. Rahul Joshi	Managing Director

The Committee's composition and the terms of reference meet with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations.

#### Terms of reference of the Committee, inter-alia, include the following:

- To approve issue of duplicate Share Certificate
- To oversee and review all matters connected with transfer of Company's Securities
- To resolve concerns / complaints/ grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders
- To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- To oversee performance of the Registrar & Transfer Agents of the Company, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agents and recommend measures for overall improvement in the quality of investor services
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

During the year, one meeting of Stakeholders' Relationship Committee was held on January 15, 2019.

#### Investors Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	No. of Complaints Received	No. of Complaints Resolved
Related to Non Receipt of Annual Report	1	1
Related to Demat of old share certificates	1	1

There was no outstanding complaint as on March 31, 2019.

Further, the Company had received total 446 correspondences from investors during the financial year 2018-19 and the response time for attending to investors' correspondence was in the range of 1 to 4 days.

**Compliance Officer:** Mr. Deepak Gupta, AVP & Company Secretary, has been appointed as the Compliance Officer for complying with requirements of Securities Laws, Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015.

**d) Corporate Social Responsibility Committee**

**Composition of the Committee**

Mr. Adil Zainulbhai (Chairman)	Independent Director
Mr. Dhruv Subodh Kaji	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee's composition and terms of reference meet with the requirements of Section 135 of the Act.

**Terms of Reference of the Committee, inter-alia, include the following:**

- To formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Company as per the Act
- To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the Company
- To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken by the Company from time to time
- To oversee the implementation of Policies contained in the Business Responsibility Policy Manual and to make any amendments/modifications, as may be required, from time to time and review and recommend Business Responsibility Report to the Board of Director for its approval
- Any other matter as the CSR Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

During the year, one meeting of the Committee was held on April 24, 2018.

**e) Risk Management Committee**

**Composition of the Committee**

Mr. Adil Zainulbhai (Chairman)	Independent Director
Mr. P.M.S. Prasad	Non-Executive Director
Mr. Rahul Joshi	Managing Director
Mr. Ramesh Kumar Damani	Group Chief Financial Officer

The Committee's composition and terms of reference meet with the requirements of Regulation 21 of the Listing Regulations.

**Terms of Reference of the Committee, inter-alia, include the following:**

- Framing of Risk Management Plan and Policy
- Overseeing implementation/ Monitoring of Risk Management Plan and Policy
- Validating the process of Risk Management
- Validating the procedure for Risk Minimisation
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed
- Review of Cyber security risks
- Review of development and implementation of a risk management policy including identification therein of element of risk
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications, as may be applicable.

Risk Management Committee was constituted during last quarter of the financial year 2018-19 and no meeting of the Committee was held in the said financial year.

**7. Subsidiary Companies' Monitoring Framework**

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company has formulated Policy for Determining Material Subsidiaries. The Policy has been posted on the website of the Company and may be accessed at

<http://nw18.com/reports/reportstv18/Policies/TV18-PolicyforDeterminingMaterialSubsidiaries.pdf>.

Viacom18 Media Private Limited is an unlisted material subsidiary of the Company. Accordingly, in compliance with the requirement of Regulation 24(1) of Listing Regulations, Mr. Adil Zainulbhai, Independent Director of the Company, has been appointed as Independent Director on the Board of Viacom18 Media Private Limited.

The Company is in compliance with Regulation 24A of the Listing Regulations. Viacom18 Media Private Limited, unlisted material subsidiary of the Company, undergoes Secretarial Audit. A copy of Secretarial Audit Report of Viacom18 Media Private Limited is available on the website of the Company at [www.nw18.com](http://www.nw18.com).

The Company monitors performance of subsidiary companies, inter-alia, by the following means:

- Financial Statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee
- Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly

- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board/Audit Committee
- Utilization of loans and/or advances from/investment by the Company in the subsidiaries exceeding rupees 100 crore or 10% of the asset size of the subsidiary (whichever is lower) including existing loans/advances/investments is reviewed periodically by the Company's Audit Committee
- The Board of the Company is kept apprised on the business performance of major subsidiaries.

## 8. Transfer of amounts to Investor Education and Protection Fund

The amount of interest on fixed deposits and sale proceeds of fractional shares pursuant to Scheme of Arrangement which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company within the stipulated time to the Investor Education and Protection Fund (IEPF). Further, the Company has uploaded the details of such unpaid and unclaimed amounts on its website and also on the website of the Ministry of Corporate Affairs.

## 9. Disclosures with respect to Demat Suspense account/Unclaimed Suspense account

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in demat suspense account / unclaimed suspense account:

Particulars	Demat		Physical	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. April 1, 2018	-	-	171	54,406
Number of shareholders who approached the Company/ Registrar & Transfer Agents of the Company for transfer of shares from Unclaimed Suspense Account during the year ended March 31, 2019	-	-	-	-
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended March 31, 2019	-	-	-	-
Number of shareholders and the number of shares transferred to Unclaimed Suspense Account during the year ended March 31, 2019	-	-	-	-
Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. March 31, 2019	-	-	171	54,406

The voting rights on these shares shall remain frozen till the rightful owners of such shares claim the shares.



## 10. General Body Meetings

### (i) Annual General Meetings

The date and time of Annual General Meetings held during last three years, and the Special Resolution(s) passed thereat, are as follows:

Year	Date	Venue	Time	Special Resolution passed
2016	September 29, 2016	Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Near Ruparel College, Mumbai – 400 016	10:30 a.m.	Yes (one) <sup>1</sup>
2017	September 25, 2017	Y.B. Chavan Centre-Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021	10:30 a.m.	Yes (one) <sup>1</sup>
2018	August 24, 2018	Y.B. Chavan Centre-Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021	01:10 p.m.	Yes (one) <sup>1</sup>

<sup>1</sup> Special Resolution for approval of offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement

### (ii) Special Resolutions passed through Postal Ballot

During the year, no special resolution was passed through Postal Ballot.

### (iii) Special Resolutions proposed to be passed through Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot.

The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long term strategy for sectoral investments, optimisation of market share, profitability, legal requirements, liquidity and capital resources.

All Related Party Transactions are in the ordinary course of business and negotiated on arm's length basis, and are intended to further the Company's interests.

The Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions may be accessed at: <http://nw18.com/reports/reportstv18/Policies/TV18-PolicyonMaterialityofRPTanddealingwithRPTtransactions.pdf>

## 11. Disclosures

### I. Disclosure on materially significant Related Party Transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the Management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large

During the year under review, the Company had not entered into any material transaction with any of its related parties.

None of the transactions with the related parties were in conflict with the interest of the Company. The Company has made full disclosures of transactions with the related parties as set out in Note no. 35 of Standalone Financial Statement, forming part of the Annual Report.

### II. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalty or stricture has been imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority.

### III. The Company has complied with the mandatory requirements of the Listing Regulations

The detailed disclosure of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations have been made under respective heads of this Corporate Governance Report.

Further, the Company has also adopted following Discretionary requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

- **Non-Executive Chairman's Office**  
Chairman of the Board is Non-Executive and he is given all the support required to facilitate performance of his duties.
- **Modified Opinion(s) in Audit Report**  
The Financial Statements of the Company contain no audit qualification and adverse comment.
- **Reporting of Internal Auditors**  
Internal Auditors report to the Audit Committee.

### IV. Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle Blower Policy under which employees are free to report fraudulent practices, corruption and breaches of Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report any reportable matter directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

### V. Commodity Price Risks / Foreign Exchange Risk and Hedging Activities

The Company has in place a risk management framework for identification, monitoring and mitigation of risks including foreign exchange risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework. The nature of business of the Company does not involve any direct purchase or sale of commodity that imposes risk. The foreign exchange risks are hedged from time to time as required.

### VI. Credit Rating

ICRA Limited (ICRA) – credit rating agency, has assigned following credit ratings to the Company:

Particulars	Ratings	Changes during the year
ICRA		
Long term/Short term, Fund based / Non –fund based Facilities of ₹ 750 crore	[ICRA]AAA (Stable)/[ICRA] A1+	The limit was enhanced from ₹ 354 crore to ₹ 750 crore by ICRA
Commercial Paper Programme of ₹ 750 crore	[ICRA] A1+ (pronounced as ICRA A one plus)	No change

### VII. Fees paid to the Statutory Auditors

During the financial year 2018-19, the Statutory Auditors of the Company or the entities in the network of which Statutory Auditors is a part had not rendered any Audit/other Services to any of the subsidiaries of the Company. The total fees for all the services paid by the Company during the financial year 2018-19, to the Statutory Auditors was ₹ 1.10 crore. The Company had not availed any services from any other entities in the network of which Statutory Auditors is a part.

### VIII. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company had not received any complaint during the year ended March 31, 2019. For detailed disclosure on the matter, please refer to Business Responsibility Report.

### IX. CEO and CFO Certification

The Managing Director and the Chief Financial Officer of the Company give quarterly/annual certification on financial reporting and internal controls to the Board, confirming inter-alia that the Financial Statements (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading (ii) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations (iii) there are no transactions entered into by the Company during the year/ period which are fraudulent, illegal or violative of the Company's Code of Conduct (iv) proper internal controls for financial reporting have been established, maintained and are operating effectively and that they have disclosed to

the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies (v) they have indicated to the auditors and the Audit committee (a) significant changes in internal controls over financial reporting during the year (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements and (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

#### **X. Code of Conduct for Prohibition of Insider Trading**

The Company has also adopted the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Specified Connected Persons of the Company and material subsidiaries of the Company and Code of Practices and Procedure of Fair Disclosure of Unpublished Price Sensitive Information as required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

#### **XI. No Disqualification Certificate from Company Secretary in Practice**

The Company has obtained a certificate from M/s Chandrasekaran Associates, Company Secretary in Practice, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority as stipulated under Regulation 34 of the Listing Regulations, which is attached with this Report.

### **12. Means of Communication**

The Company has been sending physical copies of the Annual Reports, notices and other communications through the prescribed modes of postage. However, in case where email id of a Member is registered, such communications are sent to the registered email id of the Members.

The Quarterly and Annual Results of the Company are normally published in the Financial Express (English Newspaper) and Navshakti (Marathi Newspaper) and are sent to the Stock Exchanges.

The Quarterly and Annual Results along with additional information are also posted on the website of the Company [www.nw18.com](http://www.nw18.com).

Official News Releases and Presentations made to Institutional Investors or to the analysts on the Company's unaudited quarterly as well as audited annual financial results, are also displayed on the website of the Company [www.nw18.com](http://www.nw18.com).

The website of the Company ([www.nw18.com](http://www.nw18.com)) contains a separate dedicated section 'Investor Relation' where shareholders' information is available.

The Annual Report containing, inter-alia, Audited Financial Statement, Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Annual Report is displayed on the website of the Company.

#### **NSE Electronic Application Processing System (NEAPS):**

The NEAPS is a web-based application designed by National Stock Exchange of India Limited (NSE) for corporates. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others, are filed electronically on NEAPS.

#### **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):**

BSE Limited (BSE) Listing Centre is a web-based application designed for corporates. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others, are also filed electronically on the Listing Centre.

#### **SEBI Complaints Redress System (SCORES):**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

#### **Designated Exclusive email-id:**

The Company has designated the following email-ids exclusively for investor servicing/complaints:

- For queries on Annual Report: [investors.tv18@nw18.com](mailto:investors.tv18@nw18.com)
- For queries in respect of shares in physical mode: [tv18investor@karvy.com](mailto:tv18investor@karvy.com)

**13. General Shareholder Information****Forthcoming Annual General Meeting**

Time	10:30 a.m.
Venue	Y.B. Chavan Centre-Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021
Day and date	Wednesday, September 11, 2019

**Financial Year**

April 1 to March 31

**Financial Calendar: [tentative]**

Tentative Calendar for declaration of results for the Financial Year 2019-20 is given below:

Results for the quarter ending	Date of Meeting (On or before)
June 30, 2019	4 <sup>th</sup> Week of July, 2019
September 30, 2019	3 <sup>rd</sup> Week of October, 2019
December 31, 2019	3 <sup>rd</sup> Week of January, 2020
March 31, 2020	3 <sup>rd</sup> Week of April, 2020
Annual General Meeting	August/September, 2020

**Dividend Payment date:** No Dividend is proposed/declared during the year.

**Outstanding GDRs/ADRs/Warrants and Convertible Bonds or any other Convertible instrument, Conversion date and likely impact on Equity**

- The Company has not issued any GDR/ADR/Warrant/Convertible Instrument during the year under review.
- There is no outstanding GDR/ADR/Warrant/Convertible Instrument.

**Dematerialisation of shares as on March 31, 2019**

Mode of Holding	Number of shares	% age of Share Capital
Electronic-NSDL	120,32,95,874	70.19
Electronic-CDSL	51,08,26,687	29.80
Physical	2,37,599	0.01
<b>Total</b>	<b>171,43,60,160</b>	<b>100</b>

The shares of the Company are freely tradable on BSE and NSE and are under compulsory demat mode. The Company's

shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2019, 171,41,22,561 equity shares were held in demat form, constituting 99.99% of the total shareholding of the Company.

**Listing on Stock Exchanges and Stock Code**

Equity Shares of the Company are listed and traded on BSE and NSE.

Name & Address of Stock Exchange	Code/Symbol – Equity Shares
BSE Limited, P J Towers, Dalal Street, Mumbai – 400 001	532800
National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051	TV18BRDCST
ISIN of Equity Shares	INE886H01027

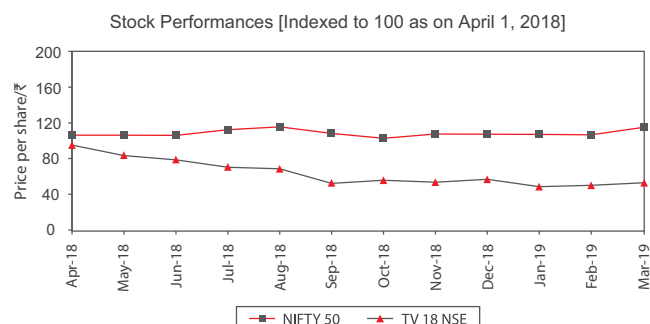
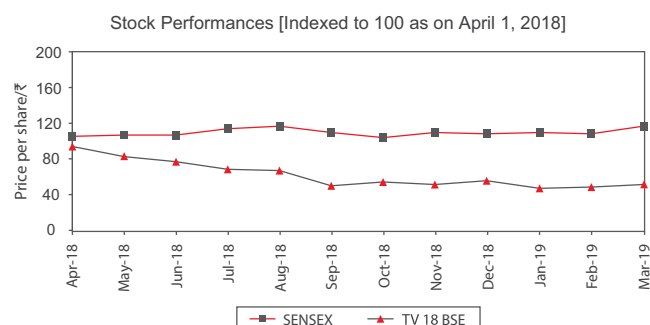
The Company has paid annual listing fees to the aforesaid Stock Exchanges for 2018-19 within the stipulated time period.

**Market Price Data:** High Low Rates of Equity Shares during each month in the last financial year are as follows:

(₹ Per Share)

Month	High		Low	
	NSE	BSE	NSE	BSE
April, 2018	70.80	70.90	63.10	63.10
May, 2018	64.40	64.35	52.10	52.00
June, 2018	58.75	58.75	49.15	49.20
July, 2018	53.35	52.80	43.70	43.80
August, 2018	51.60	51.60	45.45	45.55
September, 2018	48.50	48.45	34.55	34.60
October, 2018	40.90	40.85	31.90	32.00
November, 2018	39.15	39.10	34.30	34.30
December, 2018	39.20	39.20	32.70	32.95
January, 2019	39.25	39.20	31.50	31.50
February, 2019	34.30	34.85	30.45	30.50
March, 2019	37.90	37.85	33.65	33.65

Source: This information is compiled from the data available on the websites of NSE and BSE

**Comparison of the stock performances with Nifty 50 Stock Performance [Indexed to 100 as on April 1, 2018]**

**Comparison of the stock performances with BSE SENSEX Stock Performance [Indexed to 100 as on April 1, 2018]**


The details of Company's Registrar & Transfer Agents are as given below:

**Registrar & Transfer Agents (RTA)**

Karvy Fintech Private Limited  
 Karvy Selenium Tower B, 6th Floor,  
 Plot 31-32, Gachibowli, Financial District, Nanakramguda,  
 Hyderabad – 500 032  
 Tel: +91 40 6716 1700  
 Toll Free No.: 1800-425-8998  
 Fax No.: +91 40 6716 1680  
 email: tv18investor@karvy.com  
 Website: www.karvyfintech.com

**14. Share Transfer System**

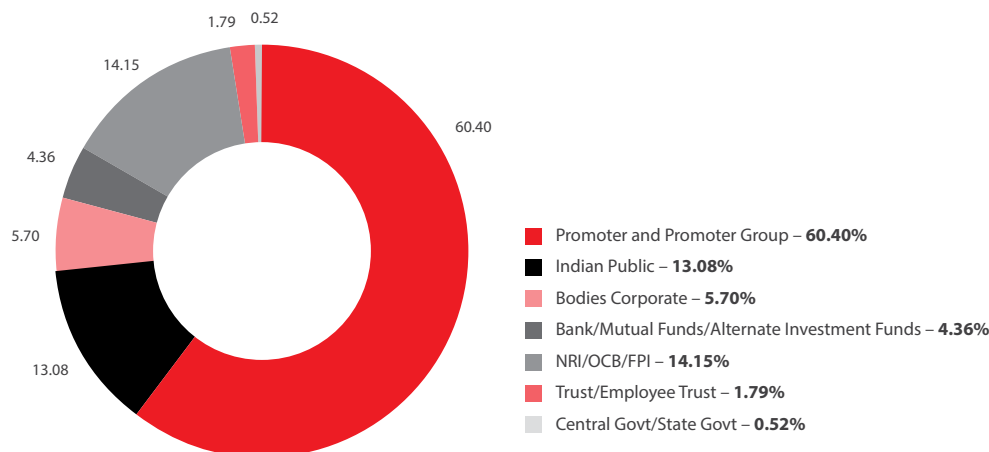
As per SEBI mandate, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The Communication, inter-alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

During the year 2018-19, the Company had obtained from the Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges.

**15. Distribution of shareholding as on March 31, 2019**

Sl. No.	Category	No. of Equity Shareholders	No. of Equity Shares	% age
1	Promoter and Promoter Group*	12	1,03,55,20,105	60.40
2	Indian Public	1,18,695	22,42,20,603	13.08
3	Bodies Corporate	1,132	9,77,17,632	5.70
4	Bank/Mutual Funds/Alternate Investment Funds	26	7,46,48,281	4.36
5	NRI/OCB/Foreign Portfolio Investors (FPI)	1,615	24,25,61,837	14.15
6	Trust/Employees Trust	14	3,06,91,702	1.79
7	Central Government/State Government(s)	2	90,00,000	0.52
<b>Total:</b>		<b>1,21,496</b>	<b>1,71,43,60,160</b>	<b>100.00</b>

\*As per disclosure under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 furnished by the promoters

**Graphic Presentation of the Shareholding Pattern as on March 31, 2019****Distribution Schedule as on March 31, 2019**

Sl. No.	Category	No. of Holders	% to total Holders	No. of Shares	% to total Shares
1	Upto 5000	1,11,818	92.04	4,04,73,071	2.36
2	5001-10000	4,705	3.87	1,78,23,144	1.04
3	10001-20000	2,384	1.96	1,81,24,531	1.06
4	20001-30000	742	0.61	92,63,177	0.54
5	30001-40000	417	0.34	75,43,380	0.44
6	40001-50000	255	0.21	59,01,789	0.35
7	50001-100000	545	0.45	1,97,86,471	1.15
8	100001 & Above	630	0.52	1,59,54,44,597	93.06
<b>Total</b>		<b>1,21,496</b>	<b>100</b>	<b>1,71,43,60,160</b>	<b>100</b>

**16. Compliance Certificate**

Certificate from M/s. NKJ & Associates, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached with this report.

<b>Registered Office Address</b> <b>TV18 Broadcast Limited</b> Empire Complex, 1 <sup>st</sup> Floor, 414 - Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Tel: +91 22 40019000, 66667777 CIN: L74300MH2005PLC281753	<b>Address for Correspondence</b> <b>TV18 Broadcast Limited</b> Express Corporate Park, Plot No.15-16 Sector-16-A, Noida, U. P. - 201 301 Tel: +91 120 4341818 E-mail: investors.tv18@nw18.com	<b>Compliance Officer:</b> <b>Mr. Deepak Gupta,</b> Company Secretary <b>TV18 Broadcast Limited</b> Express Corporate Park, Plot No.15-16, Sector 16-A, Noida, U.P. - 201 301 Tel: +91 120 4341818 E-mail: investors.tv18@nw18.com	<b>Registrar &amp; Transfer Agents</b> <b>Karvy Fintech Private Limited</b> Karvy Selenium Tower B, 6 <sup>th</sup> Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel: +91 40 6716 1700 Toll Free No.: 1800-425-8998 Fax No.: +91 40 6716 1680 email: tv18investor@karvy.com Website: www.karvyfintech.com
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## **CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Members,  
**TV18 Broadcast Limited,**  
First Floor, Empire Complex, 414,  
Senapati Bapat Marg, Lower  
Parel, Mumbai - 400 013

1. We have reviewed the implementation of the corporate governance procedures by TV18 Broadcast Limited (the Company) during the year ended March 31<sup>st</sup> 2019, with the relevant records and documents maintained by the Company, furnished to us for our review and report on Corporate Governance, as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure 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 the opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has to conduct the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanation given to us, the company has been complying with conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For N.K.J & ASSOCIATES**  
Company Secretaries

**NEELESH KR. JAIN**  
Proprietor  
Membership No. FCS 5593  
Certificate of Practice No. 5233

Date: 15<sup>th</sup> April, 2019  
Place: New Delhi

## NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,  
The Members  
**TV18 Broadcast Limited,**  
First Floor, Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai -400013

To the best of our information and according to explanation given to us and on the basis of written confirmation received from Directors of TV18 Broadcast Limited ("Company"), we hereby certify that as on March 31, 2019, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**For Chandrasekaran Associates**  
Company Secretaries

**Rupesh Agarwal**  
Managing Partner  
Membership No. 16302  
Certificate of Practice No. 5673

Date: 15/04/2019  
Place: New Delhi



# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TV18 BROADCAST LIMITED

## Report on the Audit of the Standalone Ind AS Financial Statements

### Opinion

We have audited the accompanying standalone Ind AS financial statements of TV18 Broadcast Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<p data-bbox="108 1507 1219 1534"><b>Carrying value of Goodwill</b> (as described in note 2.2 read with note 3 of the standalone Ind AS financial statements)</p> <p data-bbox="108 1542 767 1828">The Company performs an annual impairment assessment of Goodwill, as detailed in note 2.2 under significant accounting policies read with note 3, to determine whether the recoverable value is below the carrying amount. The assessments made by management involved significant estimates and judgements, including revenue growth rates, net profit margin and perpetual growth rates used to estimate future cash flows and discount rates applied to these forecasted future cash flows. These estimates and judgements may be affected by unexpected changes in future market or economic conditions or discount rates applied.</p>	<p data-bbox="804 1542 1246 1568">Our audit procedures included the following:</p> <ol data-bbox="804 1582 1461 1695" style="list-style-type: none"> <li data-bbox="804 1582 1461 1695">1. We obtained and assessed management's identification and evaluation of Cash Generating Unit (CGU). We obtained the analysis performed by the management to determine impairment of Goodwill based on future cash flows.</li> </ol>

Key audit matters	How our audit addressed the key audit matter
<p>Accordingly, the impairment tests of goodwill is considered to be a key audit matter due to the impact of the above assumptions.</p>	<ol style="list-style-type: none"> <li>We involved valuation specialist to assist us in evaluation of the key assumptions used in the impairment analysis. Our audit procedures included the assessment of reasonableness of key inputs, such as the discount rates and growth rates, by comparison to externally available industry, economic and financial data and the Company's own historical data and performance. We reviewed the revenue growth and other operational assumptions by comparing with historical data and discussion with management.</li> <li>We assessed the disclosures made by the Company.</li> </ol>
<p><b>Carrying value of non-current investments</b> (as described in note 6 of the standalone Ind AS financial statements)</p>	
<p>The Company has non-current investments in unlisted subsidiaries, associate, joint venture and others amounting to ₹ 1,39,086 lakhs as at March 31, 2019 which is 35% of the total assets of the Company. We considered the valuation of such investments to be significant to the audit, because of the materiality of the investments to the separate financial statements of the Company and the sensitivity thereof to the various unobservable valuation inputs, uncertain future cash flows and assumptions that require considerable judgement.</p> <p>The management assesses at least annually the existence of impairment indicators of each unlisted investment. The determination of recoverable amounts of the unlisted investments relies on management's estimates of future cash flows and their judgement with respect to the investees' performance.</p> <p>Accordingly, the impairment of investments was determined to be a key audit matter in our audit of the standalone financial statements. The basis of impairment of unlisted investments is presented in the accounting policies in Note 2.2 to the financial statements.</p>	<ol style="list-style-type: none"> <li>We compared the carrying values of the investment in investees' for which audited financial statements were available with their respective net asset values and earnings for the period.</li> <li>We obtained management's evaluation of impairment analysis including fair valuation for investments.</li> <li>We evaluated the forecast of future cash flows used by the management in the model to compute the recoverable value/value in use.</li> <li>We involved valuation specialists, to assess the sensitivity in assumptions and methodologies used by the management to determine the recoverable amount of the non-current investments. We reviewed the assessment of forecasts of future cash flows prepared by the management, evaluating the assumptions and comparing the estimates to externally available industry, economic and financial data. We reviewed the revenue growth and other operational assumptions by comparing with historical data and discussion with management.</li> <li>We assessed the disclosures made in the financial statements.</li> </ol>
<p><b>Deferred tax &amp; tax credits - valuation</b> (as described in note 9 of the standalone Ind AS financial statements)</p>	
<p>As per Ind AS 12 – Income taxes, deferred tax is to be recognized for all deductible temporary differences between the tax bases of assets and liabilities and their carrying amount, the carry forward of unused tax credits and any unused tax losses.</p> <p>As at March 31, 2019, the Company has recognized deferred tax asset of ₹ 4,417 lakhs to the extent it is reasonably certain that sufficient taxable profits will be available in the future against which such deferred tax asset can be utilized. Significant judgements and estimates are involved in making this assessment.</p> <p>Accordingly, the same is considered as a key audit matter.</p>	<ol style="list-style-type: none"> <li>We obtained management's evaluation of recognition of deferred tax asset and the assumptions made in relation to likelihood of generating sufficient future taxable profits.</li> <li>We discussed the basis of profits assumptions with management.</li> <li>Reviewed the profit forecasts along with the Company's tax position, the timing of forecast taxable profits, and our knowledge and experience of the application of relevant tax legislation to validate recoverability assumptions.</li> <li>We assessed the disclosures made in the financial statements.</li> </ol>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in

our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matter**

The Ind AS financial information of the Company for the comparative period, have been restated to include financial statements and other financial information in respect of the transferor companies as referred to in note 42 of the standalone Ind AS financial statements. The financial statements and other financial information of the transferor companies were previously audited by their respective auditors who expressed an unmodified opinion on their respective financial information and whose reports had been furnished to us by the management. We have verified the effect of the merger in the financial statements, is in accordance with the scheme of merger approved by the court. Our conclusion on the standalone Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these transferor companies prior to merger, is based solely on the reports of such auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 36 to the standalone Ind AS financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Pramod Kumar Bapna**

Partner

Membership No.: 105497

Place of signature: Mumbai

Date: April 15, 2019

## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

RE: TV18 BROADCAST LIMITED (THE "COMPANY")

### Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(b) All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification in a phased periodic manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.  
(c) According to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3 (ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii)(a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations provided to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and guarantees and securities given have been complied with by the Company. Based on the legal opinion obtained by the Company, provisions of section 186 is not applicable to loans given by an erstwhile foreign subsidiary of the Company merged with the Company to erstwhile foreign subsidiaries of Company's holding company merged with the Company's holding company and hence have not been commented upon.
- (v) The Company has not accepted any deposits from the public during the year. As informed and represented by management, public deposits aggregating to ₹ 45 lakhs and interest on public deposits of ₹ 21 lakhs, accepted under the Companies (Acceptance of Deposits) Rules, 1975 have not been claimed by depositors till date. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or other relevant provisions of the Act and the rules framed there under with regard to the deposits. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal, Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act, related to the Broadcasting and related services of the Company, 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 same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and other statutory dues applicable to it. The provisions relating to sales-tax and duty of excise are not applicable to the Company.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (c) According to the information and explanation given to us, there are no dues of sales-tax, duty of customs and value added tax which have not been deposited on account of any dispute. According to the records of the Company, details of income tax dues and service tax which have not been deposited on account of a dispute, are as under:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	44*	Assessment Year 2002-03	Income tax Appellate Tribunal
		1*	Assessment Year 2003-04	
		205*	Assessment Year 2010-11	
		296*	Assessment Year 2014-15	Commissioner of Income Tax – Appeals
		333	Assessment Year 2015-16	
Finance Act, 1994	Service tax	377	FY 2013-14 to FY 2014-15	Customs, Excise and Service Tax Appellate Tribunal, Allahabad
		498	FY 2006-07 to FY 2007-08	Commissioner of Central Excise, Appeals
		3	FY 2014-15 to FY 2015-16	

\*net of amounts paid under protest

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to Banks or financial institutions. The Company has neither issued any debentures nor availed any loan or borrowings from government.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans hence, reporting under clause (ix) of the Order is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the Company has not paid or provided any managerial remuneration during the year to the Manager appointed under the Act.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of paragraph 3, clause (xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Pramod Kumar Bapna**

Partner

Membership No.: 105497

Place of signature: Mumbai

Date: April 15, 2019



## **ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT**

OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TV18 BROADCAST LIMITED

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of TV18 Broadcast Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements**

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only

in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Pramod Kumar Bapna**

Partner

Membership No.: 105497

Place of signature: Mumbai

Date: April 15, 2019

# BALANCE SHEET

 as at 31<sup>st</sup> March, 2019

	Notes	As at 31st March, 2019	As at 31st March, 2018
₹ in lakh			
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	17,127	17,914
Capital work-in-progress	5	1,365	4
Goodwill	42	87,734	87,734
Other Intangible assets	5	870	1,118
<b>Financial Assets</b>			
Investments	6	1,39,795	1,41,453
Loans	7	1,128	2,133
Other financial assets	8	1,689	1,604
Deferred tax assets (net)	9	4,417	2,682
Other non-current assets	10	34,128	20,581
<b>Total Non-current Assets</b>		<b>2,88,253</b>	<b>2,75,223</b>
<b>Current assets</b>			
<b>Financial Assets</b>			
Investments	11	-	4
Trade receivables	12	33,160	27,500
Cash and cash equivalents	13	382	175
Bank balances other than cash and cash equivalents	14	83	83
Loans	15	61,219	33,735
Other financial assets	16	5,588	1,592
Other current assets	17	3,449	4,789
<b>Total Current Assets</b>		<b>1,03,881</b>	<b>67,878</b>
<b>Total Assets</b>		<b>3,92,134</b>	<b>3,43,101</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	18	34,287	34,287
Other Equity	19	2,42,052	2,34,413
<b>Total Equity</b>		<b>2,76,339</b>	<b>2,68,700</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	20	21,875	-
Provisions	21	4,218	3,636
<b>Total Non-current Liabilities</b>		<b>26,093</b>	<b>3,636</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	22	61,483	42,302
Trade Payables due to	23		
Micro and Small Enterprises		210	46
Others than Micro and Small Enterprises		12,445	21,302
Other financial liabilities	24	3,774	237
Other current liabilities	25	11,249	6,615
Provisions	26	541	263
<b>Total Current Liabilities</b>		<b>89,702</b>	<b>70,765</b>
<b>Total Liabilities</b>		<b>1,15,795</b>	<b>74,401</b>
<b>Total Equity and Liabilities</b>		<b>3,92,134</b>	<b>3,43,101</b>

Accompanying notes (1 to 44) are part of the Financial Statements

As per our Report of even date

For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

**per Pramod Kumar Bapna**  
Partner  
Membership No.: 105497

**Adil Zainulbhai**  
Chairman  
DIN 06646490

**Rahul Joshi**  
Managing Director  
DIN 07389787

**Dhruv Subodh Kaji**  
Director  
DIN 00192559

**Jyoti Deshpande**  
Director  
DIN 02303283

Place: Mumbai  
Date: 15<sup>th</sup> April, 2019

**P.M.S. Prasad**  
Director  
DIN 00012144

**Ramesh Kumar Damani**  
Chief Financial Officer

**Deepak Gupta**  
Company Secretary

# STATEMENT OF PROFIT AND LOSS

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

	Notes	2018-19	2017-18
<b>INCOME</b>			
Value of sales and services		1,26,625	1,07,412
Goods and Services Tax included in above		18,704	12,827
Revenue from operations	27	1,07,921	94,585
Other Income	28	1,416	2,567
<b>Total Income</b>		<b>1,09,337</b>	<b>97,152</b>
<b>EXPENSES</b>			
Operational costs	29	20,722	18,482
Marketing, distribution and promotional expense		17,991	17,640
Employee benefits expense	30	41,577	36,721
Finance costs	31	5,231	2,323
Depreciation and amortisation expense	5	4,226	4,170
Other expenses	32	18,386	18,430
<b>Total Expenses</b>		<b>1,08,133</b>	<b>97,766</b>
<b>Profit/ (Loss) before Tax</b>		<b>1,204</b>	<b>(614)</b>
<b>Tax expense:</b>			
Current tax	33	(7,574)	5,257
Deferred tax	33	273	-
<b>Total tax expenses</b>		<b>(7,301)</b>	<b>5,257</b>
<b>Profit/ (Loss) for the year</b>		<b>8,505</b>	<b>(5,871)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		(866)	(86)
<b>Total Other Comprehensive Income</b>		<b>(866)</b>	<b>(86)</b>
<b>Total Comprehensive Income for the year</b>		<b>7,639</b>	<b>(5,957)</b>
<b>Earnings per equity share of face value of ₹ 2 each</b>			
Basic and Diluted (in ₹)	34	0.50	(0.34)

Accompanying notes (1 to 44) are part of the Financial Statements

As per our Report of even date

For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

**per Pramod Kumar Bapna**  
Partner  
Membership No.: 105497

**Adil Zainulbhai**  
Chairman  
DIN 06646490

**Rahul Joshi**  
Managing Director  
DIN 07389787

**Dhruv Subodh Kaji**  
Director  
DIN 00192559

**Jyoti Deshpande**  
Director  
DIN 02303283

Place: Mumbai  
Date: 15<sup>th</sup> April, 2019

**P.M.S. Prasad**  
Director  
DIN 00012144

**Ramesh Kumar Damani**  
Chief Financial Officer

**Deepak Gupta**  
Company Secretary

## STATEMENT OF CHANGES IN EQUITY

 for the year ended 31<sup>st</sup> March, 2019

### A. Equity Share Capital

₹ in lakh

Balance at the beginning of 1st April, 2017	Change during the year 2017-18	Balance as at 31st March, 2018	Change during the year 2018-19	Balance as at 31st March, 2019
34,287	-	34,287	-	34,287

### B. Other Equity

₹ in lakh

	Reserves and Surplus			Other Comprehensive Income	Total
	Securities premium	General reserve	Retained Earnings *	Equity instruments through Other Comprehensive Income	
<b>Balance at the beginning of 1st April, 2017</b>	3,15,779	1,180	(76,633)	44	2,40,370
Total Comprehensive Income for the year	-	-	(5,899)	(58)	(5,957)
<b>Balance as at 31st March, 2018</b>	<b>3,15,779</b>	<b>1,180</b>	<b>(82,532)</b>	<b>(14)</b>	<b>2,34,413</b>
<b>Balance at the beginning of 1st April, 2018</b>	3,15,779	1,180	(82,532)	(14)	2,34,413
Total Comprehensive Income for the year	-	-	8,421	(782)	7,639
<b>Balance as at 31st March, 2019</b>	<b>3,15,779</b>	<b>1,180</b>	<b>(74,111)</b>	<b>(796)</b>	<b>2,42,052</b>

\* Includes remeasurement of defined benefit plan for the year amounting to ₹ 85 lakh (Previous Year ₹ 28 lakh)

As per our Report of even date

 For **S.R. Batliboi & Associates LLP**

Chartered Accountants

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Place: Mumbai

 Date: 15<sup>th</sup> April, 2019

**P.M.S. Prasad**

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**Ramesh Kumar Damani**

Chief Financial Officer

**Deepak Gupta**

Company Secretary

# CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	2018-19	2017-18
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit/ (loss) before tax as per Statement of Profit and Loss</b>	1,204	(614)
<b>Adjusted for:</b>		
(Profit)/ loss on sale/ discard of Property, Plant and Equipment and Other Intangible Asset (net)	6	(13)
Bad debts and net allowance for doubtful receivables	(880)	22
Depreciation and amortisation expense	4,226	4,170
Effect of exchange rate change	(54)	(3)
Liabilities/ provisions of earlier years no longer required written back	(835)	-
Net (gain)/ loss arising on financial assets designated at fair value through profit or loss	971	(469)
Amortisation of lease rent	83	118
Dividend income	(2)	-
Interest income	(1,397)	(1,477)
Finance costs	5,231	2,323
	7,349	4,671
<b>Operating profit before working capital changes</b>	<b>8,553</b>	<b>4,057</b>
<b>Adjusted for:</b>		
Trade and other receivables	(6,215)	(697)
Trade and other payables	(2,320)	584
	(8,535)	(113)
<b>Cash generated from operations</b>	<b>18</b>	<b>3,944</b>
Taxes paid (net)	(8,266)	(6,107)
<b>Net cash used in operating activities</b>	<b>(8,248)</b>	<b>(2,163)</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, Plant and Equipment, Capital work-in-progress and Other Intangible assets	(4,248)	(1,922)
Proceeds from disposal of Property, Plant and Equipment, Capital work-in-progress and Other Intangible assets	50	28
Purchase of non-current investments	(300)	(16,787)
Proceeds from sale of non-current investments	1,175	24
Purchase of current investments	(47,002)	(9,043)
Proceeds from sale of current investments	47,039	9,051
Repayment of loan from related party	11,016	10,042
Loans given to related party	(38,500)	(4,500)
Net withdrawal of/ (Investment in) fixed deposits (₹ 7,097)	0	68
Interest income	88	1,900
Dividend income	2	-
<b>Net cash used in investing activities</b>	<b>(30,680)</b>	<b>(11,139)</b>

## CASH FLOW STATEMENT

 for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	2018-19	2017-18
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings (Previous year ₹ 37,347)	25,000	0
Repayment of long term borrowings	-	(3)
Borrowings - current (net)	19,181	15,019
Unclaimed matured deposits and interest accrued thereon paid	(1)	(2)
Interest paid	(5,045)	(2,324)
<b>Net cash generated from financing activities</b>	<b>39,135</b>	<b>12,690</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>207</b>	<b>(612)</b>
Opening balance of cash and cash equivalents	175	787
<b>Closing balance of cash and cash equivalents (Refer Note "13")</b>	<b>382</b>	<b>175</b>

### Change in Liability arising from financing activities:

₹ in lakh

Particulars	1st April, 2018	Cash flow	31st March, 2019
Borrowings - non - current (Refer Note 20)	-	25,000	25,000
Borrowings - current (net) (Refer Note 22)	42,302	19,181	61,483
	<b>42,302</b>	<b>44,181</b>	<b>86,483</b>

₹ in lakh

Particulars	1st April, 2017	Cash flow	31st March, 2018
Borrowings - non - current	0	0	-
Borrowings - current (net)	27,283	15,019	42,302
	<b>27,283</b>	<b>15,019</b>	<b>42,302</b>

As per our Report of even date

 For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

**Adil Zainulbhai**

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Place: Mumbai

 Date: 15<sup>th</sup> April, 2019

**P.M.S. Prasad**

Director

DIN 00012144

**Ramesh Kumar Damani**

Chief Financial Officer

**Deepak Gupta**

Company Secretary

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## 1 CORPORATE INFORMATION

TV18 Broadcast Limited ("the Company") is a listed entity incorporated in India. The registered office of the Company is situated at First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra. The Company is engaged in the business of news broadcasting, digital content and allied businesses.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis Of Preparation And Presentation

The Financial Statements have been prepared on the historical cost basis except for certain financial assets and liabilities, defined benefit plans - plan assets which have been measured at fair value amount.

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

These financial statements are the Company's standalone financial statements and are presented in Indian Rupees (₹), which is its functional currency. All values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

### 2.2 Summary Of Significant Accounting Policies

#### (a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when-

- It is expected to be settled in normal operating cycle;

- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### (b) Property, Plant and Equipment:

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on property, plant and equipment is provided using straight-line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold improvements are depreciated over the period of lease agreement or the useful life whichever is shorter.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### (c) Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**Leased assets:** Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

### (d) Other Intangible assets:

Other Intangible assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebate less accumulated amortisation/ depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset,

as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Company and cost can be measured reliably.

Gains or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Computer Software and License pertaining to satellite rights are being amortised over its estimated useful life of 5 years. News Archives' is being depreciated over a period of 21 years as the contents of the same are continuously used in day to day programming and hence the economic benefits from the same arise for a period longer than 20 years.

### (e) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

### (f) Impairment of non-financial assets

The Company assesses at each reporting dates as to whether there is any indication that any Property, Plant and Equipment and Other Intangible assets or group of an asset, called Cash Generating Unit ('CGU') may be impaired. If any such indication exists, the recoverable amount of an assets or CGU is estimated to determine the extent of impairment, If any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

Goodwill is allocated to each of the CGUs (or groups of CGUs) for the purposes of impairment testing. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit.

An impairment loss is recognized in the Statement of the Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use; considering recent transactions, independent valuer's report. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed, other than goodwill, if there has been a change in the estimate of recoverable amount.

## (g) Provisions and Contingencies

Provisions are recognised when the Company 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.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

## (h) Employee Benefits

### Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the

services rendered by employees are recognised as an expense during the period when the employees render the services.

### Long Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation as per Projected Unit Credit Method.

### Post-Employment Benefits

#### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

#### Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income.

## (i) Tax Expenses

The tax expense for the period comprises of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

or in equity. In which case, the tax is also recognised in Other Comprehensive Income or Equity.

### **i Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

### **ii Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax assets are reassessed at each reporting period and are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

### **(j) Share based payments**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### **(k) Foreign currencies transactions and translation**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency's closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

### **(l) Revenue recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

Revenue from contracts with customers includes sale of goods and services. Revenue from rendering of services includes advertisement revenue, subscription revenue, revenue from sale of television content, facility and equipment rental, program revenue, revenue from sponsorship of events and revenue from media related professional and consultancy services. Revenue from rendering of services is recognised over time where the Company satisfies the performance obligation over time or point in time where the Company satisfies the performance obligation at a point in time.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, net of returns and allowances, trade discounts and volume rebates and excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and the receivable is recognized when it becomes unconditional.

## Contract balances

Trade receivables represents the Company's right to an amount of consideration that is unconditional. Revenues in excess of invoicing are considered as contract assets and disclosed as unbilled revenue. Invoicing in excess of revenues are considered as contract liabilities and disclosed as unearned revenues. When a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised and disclosed as advances from customers.

## Interest income

Interest Income from a Financial Assets is recognised using effective interest rate method.

## Dividend income

Dividend Income is recognised when the Company's right to receive the amount has been established.

## (m) Financial instruments

### (i) Financial Assets

#### A. Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not accounted at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

#### B. Subsequent measurement:

##### a) Financial assets measured at Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate amortisation is included in other income in the Statement of Profit and Loss.

##### b) Financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

**c) Financial assets measured at Fair Value Through Profit or Loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at fair value through profit or loss.

**C. Investment in subsidiaries, associates and joint ventures**

The Company accounts for its investments in subsidiaries, associates and joint venture at cost less impairment loss if any.

**D. Other Equity investments:**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

**E. Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. Further, Company uses historical

default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**(ii) Financial Liabilities**

**A. Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

**B. Subsequent measurement:**

Financial liabilities are carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(iii) Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

basis or to realise the asset and settle the liability simultaneously.

**(n) Cash and Cash Equivalents**

Cash and cash equivalents comprise of cash on hand and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(o) Earnings per share**

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

### 3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**a) Depreciation/ amortisation and useful lives of Property, Plant and Equipment and Other Intangible Assets:**

Property, plant and equipment/ Other Intangible assets are depreciated/ amortised over their estimated useful lives, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological

changes. The depreciation/ amortisation for future periods is adjusted if there are significant changes from previous estimates.

**b) Recoverability of trade receivables:**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**c) Provisions:**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

**d) Impairment of non-financial assets:**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. Goodwill is allocated to cash-generating units ('CGU') for the purposes of impairment testing. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use; considering recent transaction, independent valuer's report. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

In assessing value in use, the estimated future cash flows covering generally a period of five years are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Estimated future cash flows involve judgement and estimates relating to revenue growth rates, net profit margin and perpetual growth rates. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used. Based on the impairment assessment as aforesaid, there is no impairment.

**e) Impairment of financial assets:**

The impairment provisions for financial assets depending on their classification are based on assumptions about risk of default, expected cash loss rates, discounting rates applied to these forecasted future cash flows, recent transactions and independent valuer's report. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**f) Defined benefit plans:**

The employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ income include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

**g) Deferred tax**

Deferred income tax assets are reassessed at each reporting period and are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The Company uses judgement to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

**h) Fair value measurement**

For estimates relating to fair value of financial instruments Refer Note 39.

### 4 STANDARDS ISSUED:

**a) Effective during the year:**

The impact on account of applying Ind AS 115 "Revenue from contracts with customers", applicable from 1st April 2018, on the financial statements of the Company for the year ended and as at 31st March 2019 is insignificant.

**b) Not effective during the year:**

On 30th March, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from 1st April, 2019.

**I) Issue of Ind AS 116 - Leases**

Ind AS 116 will supersede the current standard on leases i.e. Ind AS 17- Leases. As per Ind AS 116, the lessee will record in its financial statements all the non-cancellable portion of leasing arrangement.

**II) Amendment to Existing Standard**

The MCA has also carried out amendments of the following accounting standards

- i. Ind AS 12 – Income Taxes
- ii. Ind AS 19 – Employee Benefits
- iii. Ind AS 23 – Borrowing Costs
- iv. Ind AS 28 - Investment in Associates and Joint Ventures
- v. Ind AS 101- First time adoption of Indian Accounting Standards
- vi. Ind AS 103 – Business Combinations
- vii. Ind AS 109 - Financial Instruments
- viii. Ind AS 111 – Joint Arrangements

Application of above standards is not expected to have any significant impact on the Company's financial statements.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

Description	Gross Block			Depreciation/ Amortisation			Net Block	
	As at 1st April, 2018 *	Additions	Deductions/ Adjustments	As at 31st March, 2019	For the year April, 2018 *	Deductions/ Adjustments	As at 31st March, 2019	As at 31st March, 2018
<b>5.1 Property, Plant and Equipment</b>								
Own Assets:								
Freehold land	31	-	-	31	-	-	-	31
Leasehold Improvement	6,156	133	119	6,170	4,404	407	4,692	1,478
Building	540	177	1	716	18	12	30	686
Plant and Machinery	27,790	1,671	3,038	26,423	18,414	1,470	16,823	9,600
Electrical installations	2,644	211	68	2,787	870	249	1,054	1,733
Office equipments	9,722	745	729	9,738	5,779	1,563	6,657	3,081
Furniture and fixtures	977	116	7	1,086	516	84	594	492
Vehicles	298	22	95	225	243	21	199	26
<b>Total</b>	<b>48,158</b>	<b>3,075</b>	<b>4,057</b>	<b>47,176</b>	<b>30,244</b>	<b>3,806</b>	<b>30,049</b>	<b>17,127</b>
<b>Previous year</b>	<b>49,073</b>	<b>1,852</b>	<b>2,767</b>	<b>48,158</b>	<b>29,299</b>	<b>3,697</b>	<b>30,244</b>	<b>17,914</b>
<b>5.2 Capital work-in-progress</b>								
<b>Total</b>								
<b>Previous year</b>								
<b>5.3 Other Intangible assets</b>								
Technical Know-how fees	210	-	-	210	119	26	145	65
Software	4,902	172	4	5,070	3,875	394	4,265	805
News archives and others	1,408	0	-	1,408	1,408	-	1,408	-
<b>Total</b>	<b>6,520</b>	<b>172</b>	<b>4</b>	<b>6,688</b>	<b>5,402</b>	<b>420</b>	<b>5,818</b>	<b>870</b>
<b>Previous year</b>	<b>6,088</b>	<b>432</b>	<b>0</b>	<b>6,520</b>	<b>4,929</b>	<b>473</b>	<b>5,402</b>	<b>1,118</b>
<b>Grand Total</b>								
<b>Previous year</b>	<b>54,678</b>	<b>3,247</b>	<b>4,061</b>	<b>53,864</b>	<b>35,646</b>	<b>4,226</b>	<b>35,867</b>	<b>19,362</b>
<b>Previous year</b>	<b>55,161</b>	<b>2,284</b>	<b>2,767</b>	<b>54,678</b>	<b>34,228</b>	<b>4,170</b>	<b>35,646</b>	<b>19,036</b>

\* Includes Property, Plant and Equipment and Other Intangible assets acquired on account of Merger (Refer Note 42)



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

**Note 6 | Investments - Non-current**

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Investments measured at Cost</b>				
<b>In Equity Shares of</b>				
<b>Subsidiary Companies Unquoted, fully paid up</b>				
Equity shares of AETN18 Media Private Limited of ₹ 10 each fully paid up	2,85,49,555	10,592	2,85,49,555	10,592
Equity shares of Viacom18 Media Private Limited of ₹ 10 each fully paid up	5,80,02,427	98,619	5,80,02,427	98,619
Equity shares of IndiaCast Media Distribution Private Limited of ₹ 10 each fully paid up	2,28,000	703	2,28,000	703
<b>Associate Company Unquoted, fully paid up</b>				
Equity shares of Eenadu Television Private Limited of ₹ 10 each fully paid up	60,94,190	23,299	60,94,190	23,299
<b>Joint Venture Company Unquoted, fully paid up</b>				
Equity shares of IBN Lokmat News Private Limited of ₹ 10 each fully paid up	86,25,000	863	86,25,000	863
<b>In Preference Shares of</b>				
<b>Joint Venture Company Unquoted, fully paid up</b>				
0.10% Non Cumulative Redeemable Preference Shares of Series "I" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up	2,20,000	440	2,20,000	440
0.10% Non Cumulative Redeemable Preference Shares of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up	2,49,999	500	2,49,999	500
0.01% Optionally Convertible Non Cumulative Redeemable Preference Shares of Series "III" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up (₹ 200)	1	0	1	0
0.10% Non Cumulative Redeemable Preference Shares of Series "III" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up	20,35,250	4,070	20,35,250	4,070
<b>In Debentures of</b>				
<b>Subsidiary Companies Unquoted, fully paid up</b>				
Zero coupon compulsorily convertible debentures of IndiaCast Media Distribution Private Limited of ₹ 10 each fully paid up	-	-	1,00,00,000	1,000
<b>Investments measured at Fair Value through Other Comprehensive Income (FVTOCI)</b>				
<b>In Equity Shares- Quoted fully paid up</b>				
Equity shares of Refex Industries Limited (formerly Refex Refrigerants Limited) of ₹ 10 each fully paid up (₹ 1)	2,75,000	104	2,75,000	42
Equity shares of KSL and Industries Limited of ₹ 4 each fully paid up	4,74,308	14	4,74,308	34
Equity shares of SMC Global Securities Limited of ₹ 10 each fully paid up	3,03,704	563	1,09,994	263

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 6 | Investments - Non-current

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>In Equity Shares- Unquoted fully paid up</b>				
Equity shares of Delhi Stock Exchange Association Limited of ₹ 10 each fully paid up (₹ 1)	8,98,500	0	8,98,500	0
Equity shares of Ushodaya Enterprises Private Limited of ₹ 100 each fully paid up	27,500	28	27,500	28
Equity shares of Ensemble Infrastructure India Limited of ₹ 10 each (₹ 1)	-	-	83,763	0
<b>In Convertible warrants partly paid up</b>				
Convertible warrants of Infibeam Avenues Limited (formerly Infibeam Incorporation Limited) per warrant of ₹ 186.48 on which ₹ 46.62 paid per warrant (₹ 1)	21,45,002	0	21,45,002	1,000
<b>Total</b>		<b>1,39,795</b>		<b>1,41,453</b>

### 6.1 Category wise Investment - Non-current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Financial assets measured at Cost	1,39,086	1,40,086
Financial assets measured at Fair Value through other comprehensive income (FVTOCI)	709	1,367
<b>Total</b>	<b>1,39,795</b>	<b>1,41,453</b>
Aggregate amount of quoted investments	681	339
Aggregate market value of quoted investments	681	339
Aggregate amount of unquoted investments	1,39,114	1,41,114

6.2 The list of investments in subsidiaries, joint venture and associate along with proportion of ownership interest held and country of incorporation are disclosed under Corporate Information of the Consolidated Financial Statements.

## Note 7 | Loans - Non-current (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Loans and advances to employees (Previous year ₹ 47,105)	-	0
Loans to Others *		
Considered good	1,128	2,133
Considered having significant increase in credit risk	4,151	3,146
Less:- Allowance for loans having significant increase in credit risk	4,151	3,146
<b>Total</b>	<b>1,128</b>	<b>2,133</b>

\* The above loans have been given for business/ general corporate purpose.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 8 | Other financial assets - Non-current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security deposits (unsecured and considered good)	1,689	1,604
<b>Total</b>	<b>1,689</b>	<b>1,604</b>

### Note 9 | Deferred tax assets (net)

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unabsorbed depreciation/ unused tax credits	4,417	2,409
Other timing differences	-	273
<b>Total</b>	<b>4,417</b>	<b>2,682</b>

9.1 In the absence of reasonable certainty that sufficient taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credit and unused tax losses can be utilised, the Company has not recognized the deferred tax assets (net) amounting to ₹ 7,184 lakh (Previous Year ₹ 13,887 lakh) arising out of tangible assets, intangible assets, financials assets, unabsorbed depreciation, brought forward tax losses and other items. The same shall be reassessed at subsequent balance sheet date.

### 9.2 The movement on the deferred tax account is as follows:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
At the beginning of the year	2,682	5,094
Unabsorbed depreciation/ unused tax credits	2,008	(2,412)
Reversal charged to profit or loss	(273)	-
<b>At the end of the year</b>	<b>4,417</b>	<b>2,682</b>

### Note 10 | Other Non-current assets

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured and considered good)		
Capital Advances	180	381
Advance Income Tax (Net of provision)	33,755	19,923
Others	193	277
<b>Total</b>	<b>34,128</b>	<b>20,581</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 11 | Investments - Current

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Investments measured at Fair Value Through Profit or Loss (FVTPL)</b>				
<b>In Mutual Fund- Unquoted</b>				
UTI Liquid Cash Plan Institutional Growth Mutual Fund	-	-	156.173	4
<b>Total</b>		-		<b>4</b>
Aggregate amount of unquoted investments		-		4

### 11.1 Category wise investment - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Financial assets measured at Fair Value Through Profit or Loss (FVTPL)	-	4
<b>Total</b>	-	<b>4</b>

## Note 12 | Trade Receivables (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Considered good *	33,160	27,500
Considered having significant increase in credit risk	3,299	4,173
	36,459	31,673
Less:- Allowance for receivables having significant increase in credit risk	3,299	4,173
<b>Total</b>	<b>33,160</b>	<b>27,500</b>

\* Includes trade receivables from related parties (Refer Note 35).

### 12.1 Movement in the allowance for receivables having significant increase in credit risk

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
At the beginning of the year	4,173	4,414
Movement during the year	(874)	(241)
<b>At the end of the year</b>	<b>3,299</b>	<b>4,173</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### Note 13 | Cash and cash equivalents

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash on hand (Previous year ₹ 1,254)	-	0
<b>Balances with bank</b>		
In current accounts	382	175
<b>Total</b>	<b>382</b>	<b>175</b>

### Note 14 | Bank balances other than cash and cash equivalents

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
In earmarked accounts- unpaid matured deposits	66	67
In other deposit accounts *	17	16
<b>Total</b>	<b>83</b>	<b>83</b>

\* Deposits of ₹ 17 lakh (Previous Year ₹ 16 lakh) are given as lien against bank guarantees to government authorities and are expected to be realised within 12 months.

### Note 15 | Loans - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured and considered good)		
Loans to related parties (Refer Note 35)	61,219	33,735
Loans to others (Previous year ₹ 6,750)	-	0
<b>Total</b>	<b>61,219</b>	<b>33,735</b>

#### 15.1 Loans given to related parties:

₹ in lakh

Name of the Company	As at 31st March, 2019	As at 31st March, 2018
Network18 Media & Investments Limited	61,219	33,735
(Maximum amount outstanding during the year ₹ 61,219 lakh) (Previous year ₹ 33,735 lakh)		
<b>Total</b>	<b>61,219</b>	<b>33,735</b>

**Notes:** (i) The above loans have been given for business/ general corporate purpose.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 16 | Other financial assets - Current

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
(Unsecured and considered good)		
Interest accrued on loans	1,224	1
Security deposits	1,637	1,590
Unbilled revenue	2,726	-
Others	1	1
<b>Total</b>	<b>5,588</b>	<b>1,592</b>

## Note 17 | Other current assets

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
Advances to vendor		
Considered good	119	97
Advances to related parties (Refer Note 35)		
Considered good	652	2
Considered having significant increase in credit risk	-	868
Less:- Allowance for advances having significant increase in credit risk	-	(868)
	<b>652</b>	<b>2</b>
Prepaid expenses	1,799	1,786
Balance with government authorities	540	2,830
Others		
Considered good *	339	74
<b>Total</b>	<b>3,449</b>	<b>4,789</b>

\*Includes advance to employees.

## Note 18 | Share capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
<b>(a) Authorised Share capital: *</b>				
Equity shares of ₹ 2 each	6,76,05,00,000	1,35,210	6,76,05,00,000	1,35,210
<b>(b) Issued, Subscribed and fully paid up Equity Shares of ₹ 2 each</b>				
(i) Issued	1,71,44,09,196	34,288	1,71,44,09,196	34,288
(ii) Subscribed and fully paid up	1,71,43,60,160	34,287	1,71,43,60,160	34,287
(iii) Shares forfeited	49,036	0	49,036	0
Current Year ₹ 24,518 (Previous Year ₹ 24,518)				
<b>Total</b>	<b>1,71,44,09,196</b>	<b>34,287</b>	<b>1,71,44,09,196</b>	<b>34,287</b>

\* Pursuant to Scheme of merger approved by National Company Law Tribunal ('NCLT'), Mumbai Bench the Authorised Share Capital of the Company has increased to 6,76,05,00,000 equity shares of ₹ 2 each from 5,00,00,00,000 equity shares of ₹ 2 each. (Refer Note 42)

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

**18.1** The Company has only one class of equity share having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding.

### 18.2 Details of shares held by each shareholder holding more than 5% shares :

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	% Holding	Number of Shares	% Holding
Network18 Media & Investments Limited, Holding Company (Refer Note 18.7)	87,71,98,625	51.17%	87,71,98,625	51.17%

### 18.3 Details of shares held by holding company and their subsidiaries:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Network18 Media & Investments Limited, the Holding Company (Refer Note 18.7)	87,71,98,625	17,544	87,71,98,625	17,544
<b>Total</b>	<b>87,71,98,625</b>	<b>17,544</b>	<b>87,71,98,625</b>	<b>17,544</b>

**18.4** There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

### 18.5 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Issued		Subscribed and fully paid up	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares at the beginning of the year	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)
Add : Shares issued during the year	-	-	-	-
	(-)	(-)	(-)	(-)
Equity Shares at the end of the year	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)

Figures in brackets pertains to the previous year

### 18.6 Details of forfeited shares and amount originally paid - up

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares Current Year ₹ 24,518 (Previous Year ₹ 24,518)	49,036	0	49,036	0

**18.7** Previous year, 1,63,563 shares were held by erstwhile RRB Investments Private Limited which have merged with Network18 Media & Investments Limited pursuant to scheme of merger approved by NCLT, Mumbai Bench with appointed date being 1st April, 2016 and the Scheme became effective from 1st November, 2018.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 19 | Other equity

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
<b>Securities premium</b>		
As per last Balance Sheet	3,15,779	3,15,779
	<b>3,15,779</b>	<b>3,15,779</b>
<b>General reserve</b>		
As per last Balance Sheet	1,180	1,180
	<b>1,180</b>	<b>1,180</b>
<b>Retained earnings</b>		
As per last Balance Sheet	(82,532)	(76,633)
Add: Profit/ (loss) for the year	8,505	(5,871)
Add: Remeasurement of defined benefit plans	(84)	(28)
	<b>(74,111)</b>	<b>(82,532)</b>
<b>Other comprehensive income</b>		
As per last Balance Sheet	(14)	44
Add: Movement during the year	(782)	(58)
	<b>(796)</b>	<b>(14)</b>
<b>Total</b>	<b>2,42,052</b>	<b>2,34,413</b>

Figures in brackets "(" represents debit balance.

## Note 20 | Borrowings

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Non Current borrowings	Current maturity of long term borrowings	Non Current borrowings	Current maturity of long term borrowings
Unsecured				
Term loans from bank (Refer Note 20.1) (Previous year ₹ 37,347)	21,875	3,125	-	0
<b>Total</b>	<b>21,875</b>	<b>3,125</b>	<b>-</b>	<b>0</b>

### 20.1 Maturity profile of unsecured term loans are as set out below:

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Maturity Profile		Non-Current Total	Current 1 year
	Above 5 years	1-5 years		
<b>Term loans from Banks</b>				
As at 31st March, 2019	-	21,875	21,875	3,125
As at 31st March, 2018	-	-	-	0

20.2 The above term loans carry an interest rate referenced to the respective bank's marginal cost of lending rate and mutually agreed spread.



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 21 | Provisions - Non-current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Provision for employee benefits</b>		
Provision for compensated absences	1,640	1,383
Provision for gratuity (Refer Note 30.2)	2,578	2,253
<b>Total</b>	<b>4,218</b>	<b>3,636</b>

### Note 22 | Borrowings - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Overdraft/ Cash Credit/ Working Capital Demand Loans ("WC DL") from banks		
Secured	-	6,773
Unsecured	2,088	3,751
Commercial paper (Unsecured)		
Other than banks	59,395	31,778
<b>Total</b>	<b>61,483</b>	<b>42,302</b>

#### 22.1 Security and repayment details for cash credit facilities including working capital demand loans is as follows: ₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
i) Cash Credit from Banks (including working capital demand loan) is repayable on demand and is secured against first pari passu hypothecation charge on all existing and future current assets of Company.	-	6,592
ii) The Overdraft (including working capital demand loan) is repayable on demand and is secured against second pari passu charge on all existing and future moveable assets and current assets of the Company.	-	181
<b>Total</b>	<b>-</b>	<b>6,773</b>

22.2 Unsecured Overdraft/ Cash Credit/ WC DL from Banks are payable on demand.

22.3 The above bank loans carry an interest rate referenced to the respective bank's marginal cost of lending rate and mutually agreed spread.

22.4 All commercial papers are repayable within a year. Maximum amount outstanding at any time during the year was ₹ 74,258 lakh.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 23 | Trade payables due to

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Micro and Small Enterprises	210	46
Other than Micro and Small Enterprises *	12,445	21,302
<b>Total</b>	<b>12,655</b>	<b>21,348</b>

\* Includes trade payables to related parties (Refer Note 35).

23.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
(i) Principal amount due and remaining unpaid	211	46
(ii) Interest due on above and the unpaid interest	-	-
(iii) Interest paid	-	-
(iv) Payment made beyond the appointed day during the year	-	-
(v) Interest due and payable for the period of delay	-	-
(vi) Interest accrued and remaining unpaid	-	-
(vii) Amount of further interest remaining due and payable in succeeding years	-	-

## Note 24 | Other financial liabilities - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current maturities of borrowings - non-current (Previous year ₹ 37,347)	3,125	0
Security deposits	68	-
Interest accrued but not due on borrowings	186	-
Unclaimed matured deposits and interest accrued thereon *	66	67
Creditors for capital expenditure	329	170
<b>Total</b>	<b>3,774</b>	<b>237</b>

\* These figures does not include any amounts due and outstanding to be credited to the Investor Education and Protection Fund.

## Note 25 | Other Current liabilities

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unearned revenue	3,172	1,640
Statutory dues	2,428	1,814
Advances from customers	2,931	1,141
Others #	2,718	2,020
<b>Total</b>	<b>11,249</b>	<b>6,615</b>

#Includes employee related payables.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### Note 26 | Provisions - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Provision for employee benefits</b>		
Provision for compensated absences	267	217
Provision for gratuity (Refer Note 30.2)	274	46
<b>Total</b>	<b>541</b>	<b>263</b>

### Note 27 | Revenue from Operations

₹ in lakh

Particulars	2018-19	2017-18
<b>Disaggregated Revenue</b>		
Advertisement and subscription revenue	1,05,607	92,610
Sale of content	220	253
Other media income	2,094	1,722
<b>Total</b>	<b>1,07,921</b>	<b>94,585</b>

Revenue from Operations include revenue recognised from the balance of contract liabilities at the beginning of the current and previous year respectively.

### Note 28 | Other Income

₹ in lakh

Particulars	2018-19	2017-18
Interest income on		
Other Financial Assets measured at Amortised Cost (Refer Note 35)	1,309	1,359
Bank deposits	1	5
Income tax refund	75	551
Others	87	113
	<b>1,472</b>	<b>2,028</b>
Dividend income	2	-
Net gain/ (loss) arising on financial assets designated at fair value through profit or loss		
Realised gain	33	19
Unrealised gain/ (loss)	(1,004)	450
	(971)	469
Liabilities/ provisions of earlier years no longer required written back	835	-
Miscellaneous income	78	70
<b>Total</b>	<b>1,416</b>	<b>2,567</b>

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 29 | Operational costs

₹ in lakh

Particulars	2018-19	2017-18
Telecast and uplinking fees	2,734	2,942
Airtime, web space and print space purchased	4,547	2,825
Royalty expenses	3,161	3,441
Content and production expenses	5,444	4,944
Other production expenses	4,836	4,330
<b>Total</b>	<b>20,722</b>	<b>18,482</b>

## Note 30 | Employee Benefits Expense

₹ in lakh

Particulars	2018-19	2017-18
Salaries and wages	37,556	32,808
Contribution to provident and other funds	1,872	1,775
Gratuity expense (Refer Note 30.2)	607	536
Staff welfare expenses	1,542	1,602
<b>Total</b>	<b>41,577</b>	<b>36,721</b>

### 30.1 Defined contribution plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

₹ in lakh

Particulars	2018-19	2017-18
Employer's Contribution to Provident Fund	1,142	982
Employer's Contribution to Pension Fund	555	586
Employer's Contribution to Employees State Insurance	86	104

### 30.2 Defined benefit plans

The employee's gratuity fund scheme managed by a Trust is a defined benefit plan. The Company makes contributions to the trust which in turn makes contributions to the employees group gratuity cum life assurance scheme of the Life Insurance Corporation of India.

#### i) Reconciliation of opening and closing balances of Defined benefit obligation:

₹ in lakh

Particulars	Gratuity	
	2018-19	2017-18
Defined benefit obligation at beginning of the year	2,718	2,525
Current service cost	430	389
Interest cost	209	191
Actuarial (gain)/ loss	74	12
Benefits paid	(197)	(399)
<b>Defined benefit obligation at year end</b>	<b>3,234</b>	<b>2,718</b>

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### ii) Reconciliation of opening and closing balances of fair value of plan assets:

₹ in lakh

Particulars	Gratuity	
	2018-19	2017-18
Fair value of plan assets at beginning of the year	419	577
Expected return on plan assets	32	44
Actuarial gain/ (loss)	(11)	(16)
Employer contribution	-	-
Benefits paid	(58)	(186)
<b>Fair value of plan assets at end of the year</b>	<b>382</b>	<b>419</b>
Actual return on plan assets	21	28

### iii) Reconciliation of fair value of assets and present value of obligations :

₹ in lakh

Particulars	Gratuity	
	As at 31st March, 2019	As at 31st March, 2018
Fair value of assets	382	419
Present value of obligation	3,234	2,718
<b>Net assets/ (liabilities) recognised in balance sheet</b>	<b>(2,852)</b>	<b>(2,299)</b>

### iv) Expenses recognised during the year:

₹ in lakh

Particulars	Gratuity	
	2018-19	2017-18
<b>In Income statement</b>		
Current service cost	430	389
Interest cost on defined benefit obligation	209	191
Interest income on plan assets	(32)	(44)
<b>Net cost</b>	<b>607</b>	<b>536</b>
<b>In Other Comprehensive Income (OCI)</b>		
Actuarial (gain)/ loss for the year on defined benefit obligation	74	12
Actuarial gain/ (loss) for the year on plan assets	(11)	(16)
<b>Net expense/ income for the period recognised in OCI</b>	<b>(85)</b>	<b>(28)</b>

### v) Investment details:

Particulars	As at 31st March, 2019	As at 31st March, 2018
	% invested	% invested
Funds managed by Insurer	100	100

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## vi) Actuarial assumptions:

Particulars	Gratuity	
	2018-19	2017-18
Mortality Table	IALM (06-08)	IALM (06-08)
Discount rate (per annum)	7.69%	7.70%
Expected rate of return on plan assets (per annum)	9.00%	9.00%
Rate of escalation in salary (per annum)	6.00%	5.50%

IALM - Indian Assured Lives Mortality.

The discount rate is based on the prevailing market yields of Government of India Bonds as at the Balance Sheet date for the estimated terms of the obligations.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

vii) The expected contributions for Defined Benefit Plan for the next financial year will be in line with financial year 2018-19.

## viii) Sensitivity Analysis

₹ in lakh

Particulars	Gratuity	
	2018-19	2017-18
<b>a) Impact of the change in discount rate</b>		
Present value of obligation at end of the period	3,234	2,718
i) Impact due to increase of 0.50%	(138)	(136)
ii) Impact due to decrease of 0.50%	148	146
<b>b) Impact of the change in salary increase</b>		
Present value of obligation at end of the year	3,234	2,718
i) Impact due to increase of 0.50%	131	130
ii) Impact due to decrease of 0.50%	(125)	(125)

These plans typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

- (A) **Investment risk** – The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds; if the return on plan asset is below this rate, it will create a plan deficit.
- (B) **Interest risk** - A decrease in the discount rate will increase the plan liability.
- (C) **Longevity risk** – The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
- (D) **Salary risk** – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 31 | Finance Costs

₹ in lakh

Particulars	2018-19	2017-18
Interest cost	5,190	2,321
Other borrowing costs	41	2
<b>Total</b>	<b>5,231</b>	<b>2,323</b>

### Note 32 | Other Expenses

₹ in lakh

Particulars	2018-19	2017-18
Repairs to building	89	170
Repairs to plant and machinery	1,298	1,223
Other repairs	262	216
Electricity expenses	1,964	1,731
Insurance	95	200
Travelling and conveyance expenses	5,026	4,606
Professional and Legal fees	910	719
Payment to Auditors	101	118
Directors sitting fees	48	65
Rent	4,275	3,976
Rates and taxes	82	94
(Profit)/ loss on sale/ discarding of assets (net)	6	(13)
Net foreign exchange loss/ (gain)	103	(121)
Charity and donation	268	175
Bad debts and net allowance for doubtful receivables	(880)	22
Other establishment expenses	4,739	5,249
<b>Total</b>	<b>18,386</b>	<b>18,430</b>

#### 32.1 Payment to Auditors :

₹ in lakh

Particulars	2018-19	2017-18
Statutory Audit Fees	61	62
Limited Review Fees	39	54
Certification and Consultation Fees	1	2
<b>Total</b>	<b>101</b>	<b>118</b>

#### 32.2 Corporate Social Responsibility (CSR)

- a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereto by the Company during the year is ₹ 259 lakh (Previous Year ₹ 173 lakh).
- b) Expenditure related to Corporate Social Responsibility is ₹ 265 lakh (Previous Year ₹ 175 lakh).

Details of amount spent towards CSR is given below :

₹ in lakh

Particulars	2018-19	2017-18
Education	90	-
Sports for Development	175	175
<b>Total</b>	<b>265</b>	<b>175</b>

Out of note (b) above, ₹ 265 lakh (Previous Year ₹ 175 lakh) is spent through Reliance Foundation.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 33 | Taxation

₹ in lakh

Particulars	2018-19	2017-18
<b>a) Income tax recognised in Statement of Profit and Loss</b>		
Current tax		
Current year tax	-	4,202
Short/ (excess) tax of earlier years	(7,574)	1,055
	<b>(7,574)</b>	<b>5,257</b>
Deferred tax reversal	273	-
<b>Total income tax expenses recognised</b>	<b>(7,301)</b>	<b>5,257</b>

₹ in lakh

Particulars	2018-19	2017-18
<b>b) The income tax expenses for the year can be reconciled to the accounting profit as follows:</b>		
Profit before tax	1,204	(614)
Applicable Tax Rate	34.944%	34.608%
Computed Tax Expense	421	(212)
<b>Tax effect of:</b>		
Expenses (allowed)/ disallowed (net)	(4,386)	(812)
Adjustment of unused tax losses	3,965	5,226
Deferred tax reversal	273	-
Adjustment recognised in the current year in relation to tax of prior years	(7,574)	1,055
<b>Tax expenses recognised in Statement of Profit and Loss</b>	<b>(7,301)</b>	<b>5,257</b>

The tax rate used for the reconciliations above is the corporate tax rate payable by corporate entities in India on taxable profit under the Income tax law.

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>c) Advance tax (net of provision)</b>		
At the start of the year	19,923	16,661
Current tax (charge)/ credit to profit or loss	7,574	(5,257)
Unused tax credits	(2,008)	2,412
Tax paid during the year	8,266	6,107
Others (Previous Year ₹ 27,177)	-	0
<b>At the end of the year</b>	<b>33,755</b>	<b>19,923</b>



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### Note 34 | Earnings per share (EPS)

₹ in lakh

Particulars	2018-19	2017-18
Net profit/ (loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in lakh)	8,505	(5,871)
Weighted average number of equity shares used as denominator for calculating basic and diluted EPS	1,71,44,09,196	1,71,44,09,196
Basic and Diluted Earnings per Share (₹)	0.50	(0.34)
Face Value per Equity Share (₹)	2.00	2.00

### Note 35 | Related party disclosures

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

#### 35.1 List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Independent Media Trust	Enterprises Exercising Control
2	Adventure Marketing Private Limited*	
3	Watermark Infratech Private Limited *	
4	Colorful Media Private Limited*	
5	RB Media Holdings Private Limited*	
6	RB Mediasoft Private Limited*	
7	RRB Mediasoft Private Limited*	
8	RB Holdings Private Limited*	
9	Teesta Retail Private Limited	
10	Network18 Media & Investments Limited	
11	Reliance Industries Limited (RIL)	Beneficiary/ Protector of Independent Media Trust
12	Reliance Industrial Investments and Holdings Limited	
13	IBN Lokmat News Private Limited	Joint Ventures
14	Viacom18 Media Private Limited @	
15	IndiaCast Media Distribution Private Limited @	
16	IndiaCast UK Limited @	
17	IndiaCast US Limited @	
18	Viacom18 US Inc @	
19	Viacom18 Media UK Limited @	
20	Roptonal Limited @	
21	Eenadu Television Private Limited	Associate
22	Big Tree Entertainment Private Limited (w.e.f 13th September, 2016)	Associates of Holding Company
23	TV18 Home Shopping Network Limited (w.e.f 15th February, 2018)	
24	Shop CJ Network Private Limited (w.e.f.15th February,2018)	Subsidiary of Associates of Holding Company

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

Sr. No.	Name of the Related Party	Relationship
25	AETN18 Media Private Limited	Subsidiaries
26	Viacom18 Media Private Limited @	
27	Viacom18 US Inc @	
28	Viacom18 Media UK Limited @	
29	Roptonal Limited @	
30	IndiaCast Media Distribution Private Limited @	
31	IndiaCast UK Limited @	
32	IndiaCast US Limited @	Fellow Subsidiaries
33	Reliance Retail Limited	
34	Reliance Corporate IT Park Limited	
35	Reliance Jio Infocomm Limited	
36	Digital18 Media Limited ^^	
37	E-18 Limited ^^	
38	e-Eighteen.com Limited	
39	Network18 Holdings Limited ^^	
40	Setpro18 Distribution Limited ^^	
41	TV18 Home Shopping Network Limited (upto 14th February, 2018)	
42	Greycells18 Media Limited	
43	Big Tree Entertainment Private Limited (Upto 12th September, 2016)	
44	Hathway Cable and Datacom Limited <sup>1**</sup>	
45	Den Networks Limited <sup>***</sup>	
46	Moneycontrol.Dot Com India Limited	
47	Hathway Digital Private Limited <sup>**</sup>	
48	Eminent Cable Network Private Limited <sup>***</sup>	
49	Hathway CCN Entertainment (India) Private Limited <sup>**</sup>	
50	Hathway CBN Multinet Private Limited <sup>**</sup>	
51	Hathway CCN Multinet Private Limited <sup>**</sup>	Associates of Fellow Subsidiary
52	DEN ADN Network Private Limited <sup>***</sup>	
53	CCN DEN Network Private Limited <sup>***</sup>	
54	GTPL Hathway Limited <sup>**</sup>	
55	GTPL Kolkata Cable & Broadband Pariseva Limited <sup>**</sup>	
56	DL GTPL Cabnet Private Limited <sup>**</sup>	
57	Vaji Communication Private Limited <sup>**</sup>	
58	Vizianagar Citi Communications Private Limited <sup>**</sup>	
59	Den Satellite Network Private Limited <sup>***</sup>	
60	GTPL V & S Cable Private Limited <sup>**</sup>	
61	Rahul Joshi (w.e.f. 15th October, 2018)	Key Managerial Personnel

\* Control by Independent Media Trust of which Reliance Industries Limited is the sole beneficiary.

@ Accounted as Joint Venture till 28th February, 2018 and as subsidiary w.e.f. 1st March, 2018.

\*\* Related Party w.e.f. 31st January, 2019.

\*\*\* Related Party w.e.f. 4th February, 2019.

^^ Merged with Network18 Media & Investments Limited with appointed date being 1st April, 2016

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### 35.2 Transaction during the year with Related Parties

₹ in lakh

Particulars	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising Control	Subsidiaries	Fellow Subsidiaries	Joint Ventures & Associate	Joint Venture & Associates of Fellow Subsidiary	Key Managerial Personnel
<b>(i) Transactions during the year :</b>							
1 Income from operations	- (4)	351 (50)	2,930 (595)	2,423 (156)	185 (2,256)	838 (-)	- (-)
2 Interest income	- (-)	1,309 (1,357)	- (-)	- (-)	- (-)	- (-)	- (-)
3 Expenditure for services received	5 (-)	1,952 (638)	531 (3,929)	1,222 (518)	315 (2,774)	106 (-)	- (-)
4 Reimbursement of expenses (received)	- (-)	66 (292)	6,790 (1,522)	43 (1,054)	528 (5,076)	- (-)	- (-)
5 Reimbursement of expenses (paid)	- (-)	117 0	1,04,772 (15,323)	3 (-)	566 (74,841)	- (-)	- (-)
6 Assets Purchased	- (-)	- (-)	- (-)	26 (42)	- (-)	- (-)	- (-)
7 Loan given to	- (-)	38,500 (4,500)	- (-)	- (-)	- (-)	- (-)	- (-)
8 Loan received back from	- (-)	11,016 (10,042)	- (-)	- (-)	- (-)	- (-)	- (-)
9 Investment made in	- (-)	- (-)	- (15,525)	- (-)	- (-)	- (-)	- (-)
10 Payment to Key Managerial Personnel	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	249 (-)
<b>(ii) Balances at the year end</b>							
1 Advances receivable	- (-)	652 (868)	- (-)	- (-)	- (-)	- (-)	- (-)
2 Loans receivable (including interest accrued)	- (-)	62,442 (33,735)	- (-)	- (-)	- (-)	- (-)	- (-)
3 Advance from customers	- (-)	- (10)	- (-)	- (-)	- (-)	- (-)	- (-)
4 Trade receivables	- (7)	92 (24)	8,855 (24,728)	4,609 (794)	1,149 (903)	1,601 (-)	- (-)
5 Other receivable	- (-)	- (-)	478 (-)	1,130 (-)	- (-)	137 (-)	- (-)
6 Security deposit taken	- (-)	- (-)	69 (69)	- (-)	- (-)	- (-)	- (-)
7 Security deposit given	- (-)	- (-)	- (-)	- (-)	158 (158)	- (-)	- (-)
8 Trade payables	- (-)	319 (243)	41,748 (51,872)	388 (353)	72 (37)	110 (-)	- (-)
9 Provision for non recoverable advances	- (-)	- (-)	- (-)	- (868)	- (-)	- (-)	- (-)

Figures in brackets represents previous year amounts

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## 35.3 Details of transactions and balances with Related Parties

₹ in lakh

Particulars	Relationship	2018-19	2017-18
<b>(i) Transaction during the year</b>			
<b>1 Income from Operations and other Income</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	-	4
Network18 Media & Investments Limited	Enterprises Exercising Control	351	50
AETN18 Media Private Limited	Subsidiary	387	289
Viacom18 Media Private Limited	Subsidiary	1,414	116
IndiaCast Media Distribution Private Limited	Subsidiary	329	48
IndiaCast UK Limited	Subsidiary	733	141
IndiaCast US Limited	Subsidiary	67	1
Greycells18 Media Limited	Fellow Subsidiary	84	84
TV18 Home Shopping Network Limited	Fellow Subsidiary	-	70
e-Eighteen.com Limited	Fellow Subsidiary	67	2
Den Networks Limited	Fellow Subsidiary	1,140	-
Hathway Digital Private Limited	Fellow Subsidiary	1,132	-
Hathway CCN Entertainment (India) Private Limited	JV of Fellow Subsidiary	3	-
Hathway CBN Multinet Private Limited	JV of Fellow Subsidiary	2	-
Hathway CCN Multinet Private Limited	JV of Fellow Subsidiary	5	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	21	-
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	43	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	339	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	169	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	24	-
Vaji Communication Private Limited	Associate of Fellow Subsidiary	13	-
Vizianagar Citi Communications Private Limited	Associate of Fellow Subsidiary	10	-
Den Satellite Network Private Limited	Associate of Fellow Subsidiary	209	-
IBN Lokmat News Private Limited	Joint Venture	87	96
Viacom18 Media Private Limited	Joint Venture	-	1,177
IndiaCast Media Distribution Private Limited	Joint Venture	-	374
IndiaCast UK Limited	Joint Venture	-	566
IndiaCast US Limited	Joint Venture	-	23
Eenadu Television Private Limited	Associate	-	6
TV18 Home Shopping Network Limited	Associates of Holding Company	84	14
Shop CJ Network Private Limited	Subsidiary of Associates of Holding Company	14	-
<b>2 Interest Income</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	1,309	1,357

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### 35.3 Details of transactions and balances with Related Parties

₹ in lakh

Particulars	Relationship	2018-19	2017-18
<b>3 Expenditure for Services received</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	5	-
Network18 Media & Investments Limited	Enterprises Exercising Control	1,952	638
AETN18 Media Private Limited (₹ 36,841)	Subsidiary	76	0
IndiaCast Media Distribution Private Limited	Subsidiary	309	3,916
IndiaCast UK Limited	Subsidiary	26	13
Viacom18 Media Private Limited	Subsidiary	120	0
e-Eighteen.com Limited	Fellow Subsidiary	748	424
Reliance Corporate IT Park Limited	Fellow Subsidiary	64	67
Reliance Jio Infocomm Limited	Fellow Subsidiary	158	15
Reliance Retail Limited	Fellow Subsidiary	40	12
Hathway Cable and Datacom Limited (₹ 11 988)	Fellow Subsidiary	0	-
Hathway Digital Private Limited	Fellow Subsidiary	212	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	64	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	32	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	10	-
IBN Lokmat News Private Limited	Joint Venture	188	86
IndiaCast Media Distribution Private Limited	Joint Venture	-	2,537
Bigtree Entertainment Private Limited	Associates of Holding Company	-	2
Eenadu Television Private Limited	Associate	127	149
<b>4 Reimbursement of expenses (received)</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	66	292
AETN18 Media Private Limited	Subsidiary	1,020	996
Viacom18 Media Private Limited	Subsidiary	5,741	524
IndiaCast Media Distribution Private Limited	Subsidiary	29	2
e-Eighteen.com Limited	Fellow Subsidiary	1	801
Greycells18 Media Limited	Fellow Subsidiary	42	44
TV18 Home Shopping Network Limited	Fellow Subsidiary	-	205
Moneycontrol.Dot Com India Limited (₹ 24,000)	Fellow Subsidiary	0	-
Bigtree Entertainment Private Limited	Fellow Subsidiary	-	4
TV18 Home Shopping Network Limited	Associates of Holding Company	147	28
Eenadu Television Private Limited	Associate	-	1
IBN Lokmat News Private Limited	Joint Venture	381	456
Viacom18 Media Private Limited	Joint Venture	-	4,569
IndiaCast Media Distribution Private Limited	Joint Venture	-	22

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### 35.3 Details of transactions and balances with Related Parties

₹ in lakh

Particulars	Relationship	2018-19	2017-18
<b>5 Reimbursement of expenses (paid)</b>			
Network18 Media & Investments Limited (₹ 26,941)	Enterprises Exercising Control	117	0
AETN18 Media Private Limited*	Subsidiary	5,048	4,227
Viacom18 Media Private Limited*	Subsidiary	80,649	7,445
IndiaCast Media Distribution Private Limited	Subsidiary	19,075	3,651
e-Eighteen.com Limited	Fellow Subsidiary	3	-
Eenadu Television Private Limited	Associate	566	546
Viacom18 Media Private Limited*	Joint Venture	-	65,271
IndiaCast Media Distribution Private Limited	Joint Venture	-	9,014
IBN Lokmat News Private Limited	Joint Venture	-	10
<b>6 Assets purchased</b>			
Reliance Retail Limited	Fellow Subsidiary	26	6
TV18 Home Shopping Network Limited	Fellow Subsidiary	-	36
<b>7 Loan given to</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	38,500	4,500
<b>8 Loan received back from</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	11,016	10,042
<b>9 Investment made in</b>			
Viacom18 Media Private Limited	Subsidiary	-	12,975
AETN18 Media Private Limited	Subsidiary	-	2,550
<b>10 Payment to Key Managerial Personal</b>			
Rahul Joshi	Managing Director	249	-
* Includes License Fees assigned			
<b>(ii) Balances at the year end</b>			
<b>1 Advances receivable</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	652	868
<b>2 Loan receivable (including interest accrued)</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	62,442	33,735
<b>3 Advance from Customers</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	-	10
<b>4 Trade receivables</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	-	7
Network18 Media & Investments Limited	Enterprises Exercising Control	92	24
AETN18 Media Private Limited	Subsidiary	417	304
Viacom18 Media Private Limited	Subsidiary	690	3,269
IndiaCast Media Distribution Private Limited	Subsidiary	7,603	20,905
IndiaCast UK Limited	Subsidiary	139	246
IndiaCast US Limited	Subsidiary	6	4

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### 35.3 Details of transactions and balances with Related Parties

₹ in lakh

Particulars	Relationship	2018-19	2017-18
e-Eighteen.com Limited	Fellow Subsidiary	22	704
Greycells18 Media Limited	Fellow Subsidiary	71	90
Den Networks Limited	Fellow Subsidiary	2,776	-
Hathway Digital Private Limited	Fellow Subsidiary	1,728	-
Eminent Cable Network Private Limited	Fellow Subsidiary	13	-
Hathway CCN Entertainment (India) Private Limited	JV of Fellow Subsidiary	5	-
Hathway CBN Multinet Private Limited	JV of Fellow Subsidiary	8	-
Hathway CCN Multinet Private Limited	JV of Fellow Subsidiary	5	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	32	-
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	51	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	1,119	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	200	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	29	-
Vaji Communication Private Limited	Associate of Fellow Subsidiary	16	-
Vizianagar Citi Communications Private Limited	Associate of Fellow Subsidiary	13	-
Den Satellite Network Private Limited	Associate of Fellow Subsidiary	123	-
GTPL V & S Cable Private Limited (₹ 3,169)	Associate of Fellow Subsidiary	0	-
IBN Lokmat News Private Limited	Joint Venture	113	120
Eenadu Television Private Limited	Associate	-	3
Bigtree Entertainment Private Limited	Associates of Holding Company	-	32
TV18 Home Shopping Network Limited	Associates of Holding Company	1,020	748
Shop CJ Network Private Limited	Subsidiary of Associates of Holding Company	16	-
<b>5 Other receivable</b>			
AETN18 Media Private Limited	Subsidiary	25	-
Viacom18 Media Private Limited	Subsidiary	454	-
Den Networks Limited	Fellow Subsidiary	570	-
Hathway Digital Private Limited	Fellow Subsidiary	560	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	11	-
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	21	-
Den Satellite Network Private Limited	Associate of Fellow Subsidiary	105	-
<b>6 Security deposit taken</b>			
AETN18 Media Private Limited	Subsidiary	23	23
Viacom18 Media Private Limited	Subsidiary	46	46
<b>7 Security deposit given</b>			
Eenadu Television Private Limited	Associate	158	158
<b>8 Trade payables</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	319	243
AETN18 Media Private Limited	Subsidiary	809	1,333
IndiaCast Media Distribution Private Limited	Subsidiary	2,974	9,990
IndiaCast UK Limited	Subsidiary	-	13
Viacom18 Media Private Limited	Subsidiary	37,965	40,536
e-Eighteen.com Limited	Fellow Subsidiary	166	280

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## 35.3 Details of transactions and balances with Related Parties

₹ in lakh

Particulars	Relationship	2018-19	2017-18
Reliance Corporate IT Park Limited	Fellow Subsidiary	-	72
Reliance Retail Limited (Current year ₹ 35,552) (Previous year ₹ 33,969)	Fellow Subsidiary	0	0
Reliance Jio Infocomm Limited (₹ 24,657)	Fellow Subsidiary	10	0
Hathway Digital Private Limited	Fellow Subsidiary	212	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	64	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	32	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	14	-
IBN Lokmat News Private Limited	Joint Venture	8	14
Eenadu Television Private Limited	Associate	64	23
<b>9 Provision for Non- Recoverable advances</b>			
Network18 Media & Investments Limited	Enterprises Exercising Control	-	868

## 35.4 Compensation of key managerial personnel

The compensation of Key Managerial Personnel during the year was as follows:

₹ in lakh

Particulars	2018-19	2017-18
Short-term benefits	239	-
Post employment benefits	10	-
Other long-term benefits	-	-
Share based payments	-	-
Termination benefits	-	-
<b>Total</b>	<b>249</b>	<b>-</b>

## Note 36 | Contingent liabilities and commitments

₹ in lakh

Particulars	2018-19	2017-18
<b>(I) Contingent liabilities</b>		
<b>(A) Claims against the Company/ disputed liabilities not acknowledged as debts</b>		
Income Tax	2,726	4,103
Service Tax	242	254
Stamp Duty	3,077	3,077
Plaintiffs in the relevant case had filed a Derivative action suit before the Bombay High Court alleging that all business opportunities undertaken by the certain companies of Network18 Group should be routed through e-Eighteen.com Limited.	3,11,406	3,11,406
Future cash flows in respect of above matters are determinable only on receipt of judgements/ decisions pending at various forums/ authorities.		
<b>(B) Other money for which the Company is contingently liable</b>		
Liabilities under export obligation in "Export Promotion Capital Goods Scheme"	677	677
<b>(II) Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for.	2,211	161



## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 37 | **Obligation on long term, non cancellable operating lease**

The Company has taken various premises under cancellable/ non-cancellable operating leases. There are no sub leases or restrictions imposed by lease arrangements. The cancellable lease agreements are normally renewed on expiry. Operating lease charges amounting to ₹ 4,275 lakh (Previous Year ₹ 3,976 lakh) have been debited to the Statement of Profit and Loss during the year. The details of future minimum lease payments under non-cancellable leases are as under:

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	774	1,258
Later than one year but not later than five years	229	573
<b>Total</b>	<b>1,003</b>	<b>1,831</b>

The operating leases mainly relates to office premises with lease terms of between 2 to 9 years. Most of the operating lease contract contains market review clauses for rate escalation.

### Note 38 | **Capital and Financial Risk Management**

#### 38.1 Capital Management

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Company monitors Capital using a gearing ratio. The financial covenants relating to debt have been adhered to.

The capital structure of the Company consists of debt, cash and cash equivalent and equity.

The net gearing ratio at end of the reporting period was as follows.

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
Gross debt	86,483	42,302
Less: Cash and cash equivalents	382	175
Net debt (A)	86,101	42,127
Equity (B)	2,76,339	2,68,700
Net gearing ratio (A)/(B)	0.31	0.16

#### 38.2 Financial Risk Management

The Company's activities exposes it mainly to credit risk, liquidity risk and market risk. The treasury team identifies and evaluates financial risk in close coordination with the Company's business teams.

##### (a) **Credit risk**

Credit risk is the risk that customers or counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities which is primarily trade receivables.

Customer credit risk is managed by each business team subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customers receivables are regularly monitored.

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

An impairment analysis is performed at each reporting date for major customers. Receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to receivables as low.

## (b) Liquidity Risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on the due date. The company maintains sufficient stock of cash, marketable securities and committed credit facilities. The company accesses local financial markets to meet its liquidity requirements. It uses a range of products to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of the company's cash flow position and ensures that the company is able to meet its financial obligation at all times including contingencies.

The Company's liquidity is managed by forecasting the cash and liquidity requirements. Treasury arranges to either fund the net deficit or invest the net surplus in the market.

## (c) Market risks

### (i) Foreign exchange exposure/ currency risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flow of an exposure will fluctuate because of changes in foreign currency rates. Exposure can arise on account of various assets and liabilities which are dominated in currencies other than functional currency.

The Company's foreign currency exposure not hedged by a derivative instrument or otherwise as at year end is as follow: ₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Trade payables</b>		
USD	584	2,176
GBP	21	92
EURO (Previous year ₹ 40,404)	1	0
AUD	9	-
SGD	31	30
<b>Trade receivable</b>		
USD	1,698	922
GBP	25	74
CAD (Current year ₹ 9,892)	0	10

### Sensitivity analysis:

1% appreciation/ depreciation of the respective foreign currencies with respect to the functional currency of the Company would result in an increase/ decrease in the Company's profit before tax by ₹ 11 lakh for the year ended 31<sup>st</sup> March, 2019 and by ₹ 13 lakh for the year ended 31<sup>st</sup> March, 2018.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### (ii) Interest Rate Risk

The Company's exposure to the risk of changes in market interest rate relates to floating rate debt obligations.

The Company's borrowings at the end of the financial year are as follows:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Borrowings</b>		
Non current borrowings (including Current Maturities) (Previous year ₹ 37,347)	25,000	0
Current borrowings	61,483	42,302
<b>Total</b>	<b>86,483</b>	<b>42,302</b>

### Sensitivity analysis:

1% appreciation/ depreciation in the interest rate on floating rate borrowing included above would result in a decrease/ increase in the Company's profit before tax by ₹ 271 lakh for the year ended 31st March, 2019 and by ₹ 105 lakh for the year ended 31st March, 2018.

### Note 39 | Fair value measurement hierarchy:

₹ in lakh

Particulars	31st March, 2019				31st March, 2018			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Investments*	-	-	-	-	-	-	-	-
Trade Receivables	33,160	-	-	-	27,500	-	-	-
Cash and Bank Balances	465	-	-	-	258	-	-	-
Loans	61,219	-	-	-	33,735	-	-	-
Other Financial Assets	7,277	-	-	-	3,196	-	-	-
<b>AT FVTPL</b>								
Loans	1,128	-	1,128	-	2,133	-	2,133	-
Investments	-	-	-	-	4	4	-	-
<b>AT FVTOCI</b>								
Investments	709	118	563	28	1,367	76	1,263	28
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	86,483	-	-	-	42,302	-	-	-
Trade Payables	12,655	-	-	-	21,348	-	-	-
Other Financial Liabilities	649	-	-	-	237	-	-	-

\* Exclude group company investments measured at cost (Refer Note 6.1)

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

**The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:**

Level 1: Inputs are Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

## Valuation Methodology

All financial instruments are initially recognised and subsequently re-measured at fair value as described below:

- a) The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or Net Asset Value (NAV).
- b) The fair value of the remaining financial instruments is determined based on information about market participants, assumptions and other data that are available including using discounted cash flow analysis.

**Note 40** | Details of loan given, investment made and guarantee given covered u/s 186 (4) of the Companies Act, 2013

- (a) Loan given by the Company to body corporate as at 31st March, 2019. (Refer Note 7 and 15)
- (b) Investment made by the Company as at 31st March, 2019. (Refer Note 6)
- (c) No guarantee has been given by the Company as at 31st March, 2019.

**Note 41** | The Company operates in a single reportable operating segment 'Media Operations'. Hence there are no separate reportable segments in accordance with Ind AS 108 'Operating Segments'. Since the Company's operations are primarily in India, it has determined single geographical segment.

**Note 42** | The National Company Law Tribunal, Mumbai Bench, has approved the Scheme of Merger by Absorption ("the Scheme") for the merger of the Company's direct/ indirect wholly owned subsidiaries, namely, Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited ("transferor Companies") into the Company with appointed date being 1st April, 2016. The Scheme has become effective on 1st November, 2018.

The merger has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' read with clarification issued by Ind AS Technical Facilitation Group and accordingly, the assets, liabilities, reserves, rights and obligations of the transferor Companies vested with the Company have been recorded at their respective book value and goodwill amounting to ₹ 87,734 lakh has been recorded in the books of account. The Scheme being a common control business combination, no shares have been issued, to the shareholders of the transferor Companies, which were the Company's wholly owned subsidiaries. Previous year's figures have been restated after giving effect to the Scheme. The effect of tax expense consequent to the aforesaid merger has been given during the year.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

**Note 43** | Previous year's figures have been regrouped wherever necessary to make them comparable to current year's figures.

**Note 44** | The financial statements were approved for issue by the Board of Directors on 15th April, 2019.

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

Place: Mumbai

Date: 15<sup>th</sup> April, 2019

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**

**Adil Zainulbhai**

Chairman

DIN 06646490

**P.M.S. Prasad**

Director

DIN 00012144

**Rahul Joshi**

Managing Director

DIN 07389787

**Ramesh Kumar Damani**

Chief Financial Officer

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Deepak Gupta**

Company Secretary

**Jyoti Deshpande**

Director

DIN 02303283

# INDEPENDENT AUDITOR'S REPORT

## To the Members of TV18 Broadcast Limited

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying consolidated Ind AS financial statements of TV18 Broadcast Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and joint venture comprising of the consolidated Balance sheet as at March 31, 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate and joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Impairment assessment of Goodwill</b> <i>(as described in note 2.3 read with note 3 of the consolidated Ind AS financial statements)</i>	
<p>The Company performs an annual impairment assessment of Goodwill, as detailed in note 2.3 under significant accounting policies read with note 3, to determine whether the recoverable value is below the carrying amount. The assessments made by management involved significant estimates and judgements, including revenue growth rates, net profit margin and perpetual growth rates used to estimate future cash flows and discount rates applied to these forecasted future cash flows. These estimates and judgements may be affected by unexpected changes in future market or economic conditions or discount rates applied.</p> <p>Accordingly, the impairment tests of goodwill is considered to be a key audit matter due to the impact of the above assumptions.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> <li>1. We assessed management's evaluation of CGU identification and obtained the valuation working from management.</li> <li>2. We involved internal valuation specialist to assist us in evaluation of the appropriateness of the key assumptions used in the impairment analysis. Our audit procedures included the assessment of reasonableness of key inputs, such as the discount rates and growth rates, by comparison to externally available industry, economic and financial data and the Company's own historical data and performance. We reviewed the revenue growth and other operational assumptions by comparing with historical data and discussion with management.</li> <li>3. We reviewed the adequacy of the disclosures made by the Company in this area.</li> </ol>
<b>Deferred tax &amp; tax credits - valuation</b> <i>(as described in note 9 of the consolidated Ind AS financial statements)</i>	
<p>As per Ind AS 12 – Income taxes, deferred tax is to be recognized for all deductible temporary differences between the tax bases of assets and liabilities and their carrying amount, the carry forward of unused tax credits and any unused tax losses.</p> <p>As at March 31, 2019, the Group has recognized deferred tax asset of ₹ 4,901 lakhs to the extent it is reasonably certain that sufficient taxable profits will be available in the future against which such deferred tax asset can be utilized. Significant judgements and estimates are involved in making this assessment.</p> <p>Accordingly, the same is considered as a key audit matter.</p>	<ol style="list-style-type: none"> <li>1. We obtained management's evaluation of recognition of deferred tax asset and the assumptions made in relation to likelihood of generating sufficient future taxable profits.</li> <li>2. We independently evaluated the assumptions by assessing the historical accuracy of management's assumptions.</li> <li>3. We discussed the basis of profit assumptions with management and reviewed underlying evidences where available.</li> <li>4. Reviewed the profit forecasts along with the Group's tax position, the timing of forecast taxable profits, and our knowledge and experience of the application of relevant tax legislation to validate recoverability assumptions.</li> <li>5. We also assessed the adequacy of the disclosures made in the financial statements.</li> </ol>

### Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally

accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matter**

We did not audit the financial statements and other financial information, in respect of 8 subsidiaries whose Ind AS financial statements include total assets of ₹ 4,21,237 lakhs as at March 31, 2019, and total revenues of ₹ 4,21,255 lakhs and net cash inflows of ₹ 280 lakhs for the year ended on that date. These Ind AS financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net profit of ₹ 3,572 lakhs for the year ended March 31, 2019, as considered in the consolidated Ind AS financial statements, in respect of an associate and a joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture and associate, is based solely on the report(s) of such other auditors.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associate and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate company and joint venture, none of the directors of the Group's companies, its associate and joint venture incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, associate company and joint venture incorporated in India, refer to our separate Report in "Annexure 1" to this report;
- (g) In our opinion the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act. Further, based on the consideration of reports of other statutory auditors of the subsidiaries, associate and joint venture incorporated in India, the provisions of section 197 read with Schedule V of the Act are not applicable to the subsidiaries, associate and joint venture incorporated in India for the year ended March 31, 2019;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associate and joint venture, as noted in the 'Other matter' paragraph:
- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associate and joint venture in its consolidated Ind AS financial statements – Refer Note 37 to the consolidated Ind AS financial statements;
  - ii. The Group, its associate and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associate and joint venture incorporated in India during the year ended March 31, 2019.

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Pramod Kumar Bapna**

Partner

Membership No.: 105497

Place of signature: Mumbai

Date: April 15, 2019

# ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

## OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TV18 BROADCAST LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of TV18 Broadcast Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of TV18 Broadcast Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, its associate company and joint venture company, which are companies incorporated in India, as of that date.

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

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding Company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to these three subsidiary companies, one associate company and one joint venture company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary, associate and joint venture companies incorporated in India.

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Pramod Kumar Bapna**

Partner

Membership No.: 105497

Place of signature: Mumbai

Date: April 15, 2019

# CONSOLIDATED BALANCE SHEET

 as at 31<sup>st</sup> March, 2019

Particulars	Notes	₹ in lakh	
		As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	5	26,433	28,379
Capital work-in-progress	5	3,314	2,180
Goodwill		1,92,715	1,92,715
Other intangible assets	5	6,033	7,763
Intangible assets under development	5	1,416	354
<b>Financial Assets</b>			
Investments	6	35,739	32,837
Loans	7	1,128	2,133
Other Financial Assets	8	3,883	3,662
Deferred tax assets (Net)	9	4,901	3,153
Other non-current assets	10	63,907	45,440
<b>Total Non-current Assets</b>		<b>3,39,469</b>	<b>3,18,616</b>
<b>Current assets</b>			
Inventories	11	1,89,894	1,34,076
<b>Financial Assets</b>			
Investments	12	2,294	2,428
Trade receivables	13	1,22,946	1,21,055
Cash and cash equivalents	14	17,895	17,423
Bank balances other than cash and cash equivalents	15	94	318
Loans	16	61,219	33,735
Other Financial Assets	17	13,388	7,083
Other current assets	18	40,994	42,434
<b>Total Current Assets</b>		<b>4,48,724</b>	<b>3,58,552</b>
<b>Total Assets</b>		<b>7,88,193</b>	<b>6,77,168</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	19	34,287	34,287
Other Equity	20	3,15,533	2,99,734
<b>Equity attributable to owners of the Company</b>		<b>3,49,820</b>	<b>3,34,021</b>
Non-controlling interests		69,685	65,355
<b>Total Equity</b>		<b>4,19,505</b>	<b>3,99,376</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	21	22,160	540
Provisions	22	6,257	5,506
<b>Total Non-current Liabilities</b>		<b>28,417</b>	<b>6,046</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	23	1,36,439	99,341
Trade payables due to	24		
Micro enterprises and small enterprises		262	46
Other than micro enterprises and small enterprises		1,70,957	1,48,853
		1,71,219	1,48,899
Other financial liabilities	25	7,759	3,532
Other current liabilities	26	23,831	19,404
Provisions	27	1,023	570
<b>Total Current Liabilities</b>		<b>3,40,271</b>	<b>2,71,746</b>
<b>Total Liabilities</b>		<b>3,68,688</b>	<b>2,77,792</b>
<b>Total Equity and Liabilities</b>		<b>7,88,193</b>	<b>6,77,168</b>

Accompanying notes (1 to 45) are part of the consolidated financial statements

As per our Report of even date

 For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

**Adil Zainulbhai**

Chairman

DIN 06646490

**Rahul Joshi**

Managing Director

DIN 07389787

**Dhruv Subodh Kaji**

Director

DIN 00192559

**P.M.S. Prasad**

Director

DIN 00012144

**Jyoti Deshpande**

Director

DIN 02303283

**Ramesh Kumar Damani**

Group Chief Financial Officer

**Deepak Gupta**

Company Secretary

Place: Mumbai

 Date: 15<sup>th</sup> April, 2019

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# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31<sup>st</sup> March, 2019

Particulars	Notes	2018-19	2017-18
₹ in lakh			
<b>INCOME</b>			
Value of sales and services		5,72,310	1,66,505
Goods and Services Tax included in above		78,040	18,986
Revenue from operations	28	4,94,270	1,47,519
Other income	29	3,547	2,899
<b>Total Income</b>		<b>4,97,817</b>	<b>1,50,418</b>
<b>EXPENSES</b>			
Operational costs	30	2,43,980	49,274
Marketing, distribution and promotional expense		82,655	28,260
Employee benefits expense	31	95,487	42,863
Finance costs	32	10,062	2,696
Depreciation and amortisation expense	5	13,246	6,921
Other expenses	33	40,795	21,225
<b>Total Expenses</b>		<b>4,86,225</b>	<b>1,51,239</b>
<b>Profit/ (loss) before share of profit/ (loss) of an associate and a joint venture, exceptional items and tax</b>		<b>11,592</b>	<b>(821)</b>
Add: Share in profit of associate/ joint venture		3,572	6,913
<b>Profit/ (loss) before exceptional items and tax</b>		<b>15,164</b>	<b>6,092</b>
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>15,164</b>	<b>6,092</b>
<b>Tax expense</b>			
Current tax		(6,135)	5,302
Deferred tax		259	(103)
<b>Total tax expense</b>	34	<b>(5,876)</b>	<b>5,199</b>
<b>Profit for the year</b>		<b>21,040</b>	<b>893</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		(873)	52
Income tax relating to items that will not be reclassified to profit or loss		(3)	(8)
Items that will be reclassified to profit or loss		(36)	(15)
<b>Total Other Comprehensive Income</b>		<b>(912)</b>	<b>29</b>
<b>Total Comprehensive Income for the year</b>		<b>20,128</b>	<b>922</b>
<b>Profit/ (loss) for the year attributable to:</b>			
Owners of the Company		16,690	970
Non-controlling interest		4,350	(77)
<b>Other comprehensive income attributable to:</b>			
Owners of the Company		(893)	(30)
Non-controlling interest		(19)	59
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		15,797	940
Non-controlling interest		4,331	(18)
<b>Earnings per equity share of face value of ₹ 2 each</b>			
Basic and diluted (in ₹)	35	0.97	0.06

Accompanying notes (1 to 45) are part of the consolidated financial statements

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**

**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

**Adil Zainulbhai**

Chairman

DIN 06646490

**Rahul Joshi**

Managing Director

DIN 07389787

**Dhruv Subodh Kaji**

Director

DIN 00192559

**P.M.S. Prasad**

Director

DIN 00012144

Place: Mumbai

Date: 15<sup>th</sup> April, 2019

**Jyoti Deshpande**

Director

DIN 02303283

**Ramesh Kumar Damani**

Group Chief Financial Officer

**Deepak Gupta**

Company Secretary

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

 for the year ended 31<sup>st</sup> March, 2019

### A. Equity Share Capital

₹ in lakh

Balance at the beginning of 1st April, 2017	Change during the year 2017-18	Balance as at the end of 31st March, 2018	Change during the year 2018-19	Balance as at the end of 31st March, 2019
34,287	-	34,287	-	34,287

### B. Other Equity

₹ in lakh

Particulars	Reserves and Surplus				Other Comprehensive Income		Attributable to Owners of the Parent	Non-controlling interest	Total
	Securities Premium	General reserve	Capital reserves	Retained Earnings*	Equity instruments	Foreign currency translation Reserves			
<b>Balance as at beginning of 1st April, 2017</b>	<b>3,15,779</b>	<b>1,180</b>	<b>137</b>	<b>(18,636)</b>	<b>44</b>	<b>290</b>	<b>2,98,794</b>	<b>1,306</b>	<b>3,00,100</b>
Total Comprehensive Income for the year (net of taxes)	-	-	-	1,008	(58)	(10)	940	(18)	<b>922</b>
Additions on account of acquisition	-	-	-	-	-	-	-	61,617	<b>61,617</b>
Non-Controlling interest on investment in subsidiary	-	-	-	-	-	-	-	2,450	<b>2,450</b>
<b>Balance as at end of 31st March, 2018</b>	<b>3,15,779</b>	<b>1,180</b>	<b>137</b>	<b>(17,628)</b>	<b>(14)</b>	<b>280</b>	<b>2,99,734</b>	<b>65,355</b>	<b>3,65,089</b>
<b>Balance as at beginning of 1st April, 2018</b>	<b>3,15,779</b>	<b>1,180</b>	<b>137</b>	<b>(17,628)</b>	<b>(14)</b>	<b>280</b>	<b>2,99,734</b>	<b>65,355</b>	<b>3,65,089</b>
Total Comprehensive Income for the year (net of taxes)	-	-	-	16,597	(782)	(16)	15,799	4,331	<b>20,130</b>
<b>Balance as at end of 31st March, 2019</b>	<b>3,15,779</b>	<b>1,180</b>	<b>137</b>	<b>(1,031)</b>	<b>(796)</b>	<b>264</b>	<b>3,15,533</b>	<b>69,686</b>	<b>3,85,219</b>

\* includes remeasurement of defined benefit plans ₹ (93) lakh (previous year ₹ (37) lakh)

As per our Report of even date

 For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

**Adil Zainulbhai**

Chairman

DIN 06646490

**Rahul Joshi**

Managing Director

DIN 07389787

**Dhruv Subodh Kaji**

Director

DIN 00192559

**P.M.S. Prasad**

Director

DIN 00012144

Place: Mumbai

 Date: 15<sup>th</sup> April, 2019

**Jyoti Deshpande**

Director

DIN 02303283

**Ramesh Kumar Damani**

Group Chief Financial Officer

**Deepak Gupta**

Company Secretary

# CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	2018-19	2017-18
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax as per Consolidated Statement of Profit and Loss</b>	15,164	6,092
<b>Adjusted for:</b>		
Depreciation and amortisation expense	13,246	6,921
(Profit)/ loss on sale/ discard of Property, Plant and Equipment and Other Intangible Asset (net)	(9)	(17)
Finance costs	10,062	2,696
Net (gain)/ loss arising on financial assets designated at fair value through profit or loss	792	(584)
Liabilities/ provisions no longer required written back	(887)	(108)
Amortisation of lease rent	261	133
Interest income	(1,753)	(2,115)
Dividend income	(2)	-
Bad debts and net allowance for doubtful receivables	(2,092)	306
Share in (profit)/ loss of associate and joint venture	(3,572)	(6,913)
Foreign exchange (gain)/ loss (net)	440	(16)
	16,486	303
<b>Operating profit before working capital changes</b>	<b>31,650</b>	<b>6,395</b>
<b>Adjusted for:</b>		
Trade and other receivables	(3,304)	41,301
Inventories	(55,818)	4,984
Trade and other payables	29,795	(29,751)
	(29,327)	16,534
<b>Cash generated from operations</b>	<b>2,323</b>	<b>22,929</b>
Taxes paid (net)	(14,900)	(7,157)
<b>Net cash (used in)/ generated from operating activities</b>	<b>(12,577)</b>	<b>15,772</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, Plant and Equipment, Capital work-in-progress and Other Intangible assets	(12,243)	(5,567)
Proceeds from disposal of Property, Plant and Equipment and Other Intangible assets (net)	158	34
Purchase of non-current investments	(103)	(14,213)
Purchase of current investments	(53,510)	(19,705)
Proceeds from sale of current investments	53,787	18,097
Loans given to related party	(38,500)	(4,500)
Repayment of Loan from related party	11,016	10,042
Decrease/ (increase) in other bank balances	224	(137)
Interest income	255	3,473
Dividend received	2	-
<b>Net cash used in investing activities</b>	<b>(38,914)</b>	<b>(12,476)</b>



## CONSOLIDATED CASH FLOW STATEMENT

 for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	2018-19	2017-18
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of shares by a subsidiary	-	2,450
Proceeds from borrowings non-current	25,072	-
Repayment of borrowings non-current	(348)	(25)
Borrowings - current (net)	37,098	2,915
Unclaimed matured deposits and interest accrued thereon paid	(1)	(2)
Finance costs	(9,861)	(2,825)
<b>Net cash generated from financing activities</b>	<b>51,960</b>	<b>2,513</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>469</b>	<b>5,809</b>
<b>Opening balance of cash and cash equivalents</b>	<b>17,423</b>	<b>1,014</b>
<b>Exchange differences on cash and cash equivalents</b>	<b>3</b>	<b>-</b>
Cash and cash equivalents of subsidiaries acquired during the year	-	10,600
<b>Closing balance of cash and cash equivalents (Refer Note "14")</b>	<b>17,895</b>	<b>17,423</b>

### Change in Liability arising from financing activities

₹ in lakh

	1st April, 2018	Cash flow	31st March, 2019
Borrowings - non - current	820	24,724	25,544
Borrowings - current (net)	99,341	37,098	1,36,439
	<b>1,00,161</b>	<b>61,822</b>	<b>1,61,983</b>

₹ in lakh

	1st April, 2017	Cash flow	*Adjustment	31st March, 2018
Borrowings - non - current	3	(25)	842	820
Borrowings - current (net)	27,283	2,915	69,143	99,341
	<b>27,286</b>	<b>2,890</b>	<b>69,985</b>	<b>1,00,161</b>

\* On account of Viacom18 Media Private Limited and IndiaCast Media Distribution Private Limited becoming subsidiary w.e.f. 1st March, 2018

As per our Report of even date

 For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

**Adil Zainulbhai**

Chairman

DIN 06646490

**Rahul Joshi**

Managing Director

DIN 07389787

**Dhruv Subodh Kaji**

Director

DIN 00192559

**P.M.S. Prasad**

Director

DIN 00012144

**Jyoti Deshpande**

Director

DIN 02303283

**Ramesh Kumar Damani**

Group Chief Financial Officer

**Deepak Gupta**

Company Secretary

Place: Mumbai

 Date: 15<sup>th</sup> April, 2019

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## 1 CORPORATE INFORMATION

TV18 Broadcast Limited (“the Company”) is a listed entity incorporated in India. The registered office of the Company is situated at First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra.

The Company and its subsidiaries (collectively referred to as “the Group”) along with joint venture and an associate operates in the general news, business news and entertainment space with leading general news channels and general entertainment channels. The consolidated financial statements relate to TV18 Broadcast Limited and its subsidiary companies, joint venture and an associate as listed below:

Company	Relation	Place of Incorporation and operation	Percentage (%) of holding as at 31st March, 2019
1 AETN18 Media Private Limited (AETN 18)	Subsidiary	India	51
2 Eenadu Television Private Limited (Eenadu)	Associate	India	24.5
3 IndiaCast Media Distribution Private Limited @ \$	Subsidiary	India	100
4 IndiaCast US Limited (IndiaCast US) @	Subsidiary of IndiaCast Media	United States of America	100
5 IndiaCast UK Limited (IndiaCast UK) @	Subsidiary of IndiaCast Media	United Kingdom	100
6 IBN Lokmat News Private Limited	Joint Venture	India	50
7 Viacom18 Media Private Limited (Viacom18) @	Subsidiary	India	51
8 Viacom18 US Inc. (Viacom18 US) @	Subsidiary of Viacom18	United States of America	100
9 Viacom18 Media (UK) Ltd (Viacom18 UK) @	Subsidiary of Viacom18	United Kingdom	100
10 Roptonal Limited, Cyprus (Roptonal) @	Subsidiary of Viacom18	Cyprus	100

@ Accounted as Joint Venture till 28th February, 2018. Consolidated as subsidiary w.e.f. 1st March, 2018.

\$ The Company holds 50% of the shareholding through Viacom18 Media Private Limited and 50% directly.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of Preparation and Presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities and Defined benefit plans - plan assets which have been measured at fair value amount.

The financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Group's consolidated financial statements are presented in Indian Rupees (₹), which is its functional currency and all values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

### 2.2 Principles of Consolidation

The consolidated financial statements relate to the Company and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis.

- The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, income, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

- c In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).
- d Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.
- e The carrying amount of the parent's investments in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.
- f The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- g Non Controlling Interest's share of profit/ loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- h Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.
- i Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- j The Group accounts for its share of post acquisition changes in net assets of associates and joint ventures, after eliminating unrealised profits and losses resulting from transactions between the companies within the Group and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

### 2.3 Summary of Significant Accounting Policies

#### (a) Current and Non-Current Classification:

The Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current."

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### (b) Property, plant and equipment:

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

Depreciation on property, plant and equipment is provided using straight-line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, except for certain assets where useful life is considered based on internal technical evaluation. Leasehold improvements are depreciated over the period of lease agreement or the useful life whichever is shorter.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

## (c) Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**Leased Assets:** Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in the Consolidated Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty

that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

## (d) Goodwill and Other Intangible assets:

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Other Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/ depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the entity and cost can be measured reliably.

Gains or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

Computer Software, Electronic Programming Guide Slot and License pertaining to satellite rights are being amortised over its estimated useful life of 5 years. News Archives is being depreciated over a period of 21 years as the contents of the same are continuously used in day to day programming and hence the economic benefits from the same arise for a period longer than 20 years. Film telecast rights are amortised over a period of 10 years.

Intangible assets under development: Expenditure on programming costs eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

### (e) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Consolidated Statement of Profit and Loss in the period in which they are incurred.

### (f) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs net of recoverable taxes incurred in bringing them to their respective present location and condition.

The Group evaluates the realizable value and/ or revenue potential of inventory based on the type of programming assets. Cost of shows, events and films are expensed off based on the expected pattern of realisation of economic benefits. Acquired rights of shows and music rights are amortised evenly over the license period. The Group evaluates the realizable value and/ or revenue potential of inventory on an ongoing basis and appropriate write down is made in cases where accelerated write down is warranted.

Programmes purchased and the cost of programmes produced in-house is expensed off based on number of episodes telecast during the period. Cost of news/ current affairs/ one time events are fully expensed off on first telecast.

### (g) Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### (h) Impairment of non-financial assets:

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and other intangible assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

Goodwill is allocated to each of the CGUs (or groups of CGUs) for the purposes of impairment testing. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit.

An impairment loss is recognised in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use; considering recent transactions, independent valuer's report. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

The impairment loss recognised in prior accounting period is reversed, other than goodwill, if there has been a change in the estimate of recoverable amount.

## (i) Provisions and Contingencies

Provisions are recognised when the Group 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.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

## (j) Employee Benefits

### Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

### Long Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation.

### Post-Employment Benefits

#### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Group's contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the

period in which the employee renders the related service.

### Defined Benefit Plans

The Group pays gratuity to the employees who have completed five years of service with the Group at the time of resignation/ superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income.

## (k) Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

### Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted at the Balance Sheet date.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

The carrying amount of Deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

### (l) Share based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Consolidated Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### (m) Foreign Currencies Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency's closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

### (n) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Revenue from contracts with customers includes sale of goods and services. Revenue from rendering of services includes advertisement revenue, subscription revenue, revenue from sale of television content, facility and equipment rental, program revenue, revenue from sponsorship of events and revenue from media related professional and consultancy services. Revenue from rendering of services is recognised over time where the Group satisfies the performance obligation over time or point in time where the Group satisfies the performance obligation at a point in time.

Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the amount of consideration which the Group expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, net of returns and allowances, trade discounts and volume rebates

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

and excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and the receivable is recognized when it becomes unconditional.

## Contract balances

Trade receivables represents the Group's right to an amount of consideration that is unconditional. Revenues in excess of invoicing are considered as contract assets and disclosed as unbilled revenue. Invoicing in excess of revenues are considered as contract liabilities and disclosed as unearned revenues. When a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised and disclosed as advances from customers.

## Interest income

Interest income from a financial asset is recognised using effective interest rate method.

## Dividend income

Dividend income is recognised when the Group's right to receive the amount is established.

## (o) Financial Instruments

### (i) Financial Assets

#### A. Initial recognition and measurement:

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not accounted at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

#### B. Subsequent measurement:

##### a) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order

to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate amortisation is included in other income in the Consolidated Statement of Profit and Loss.

#### b) Financial assets measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### c) Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are fair valued through profit or loss.

#### C. Investment in associates and joint ventures

The Group accounts for its investments in associate and joint venture at equity method.

#### D. Other Equity Investments:

All other equity investments are measured at fair value, with value changes recognised in Consolidated Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

#### E. Impairment of financial assets

In accordance with Ind AS 109, the Group use 'Expected Credit Loss' (ECL) model, for evaluating



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables the Group applies a 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. Further, the Group uses historical default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

### (ii) Financial liabilities

#### A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of borrowings net of directly attributable cost. Fees of recurring nature are directly recognised in Consolidated Statement of Profit and Loss as finance cost.

#### B. Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from

the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### (iii) Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### (iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Group has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### (p) Earnings per share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

## 3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:

The preparation of the Group's consolidated financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

**a) Depreciation/ amortisation and useful lives of property, plant and equipment and other intangible assets:**

Property, plant and equipment/ Other intangible assets are depreciated/ amortised over their estimated useful lives, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is adjusted if there are significant changes from previous estimates.

**b) Recoverability of trade receivables:**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**c) Provisions:**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

**d) Impairment of non-financial assets:**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. Goodwill is allocated to cash-generating units ('CGU') for the purposes of impairment testing. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication

that the unit may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use; considering recent transactions, independent valuer's report. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows covering generally a period of five years are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Estimated future cash flows involve judgement and estimates relating to revenue growth rates, net profit margin and perpetual growth rates. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used. Based on the impairment assessment as aforesaid, there is no impairment.

**e) Impairment of financial assets:**

The impairment provisions for financial assets depending on their classification are based on assumptions about risk of default, expected cash loss rates, discounting rates applied to these forecasted future cash flows, recent transactions and independent valuer's report. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**f) Defined benefit plans:**

The employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ income include the

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

**g) Deferred tax:**

Deferred income tax assets are reassessed at each reporting period and are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The Group uses judgement to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

**h) Fair value measurement:**

For estimates relating to fair value of financial instruments. (Refer Note 40)

#### 4 STANDARDS ISSUED

**a) Effective during the year:**

The impact on account of applying Ind AS 115 "Revenue from contracts with customers" applicable from 1st April, 2018, on the financial statements of the Group for the year ended and as at 31st March, 2019 is insignificant.

**b) Not effective during the year:**

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain

amendment to existing Ind AS. These amendments shall be applicable to the Group from April 01, 2019.

**i. Issue of Ind AS 116 - Leases**

Ind AS 116 will supersede the current standard on leases i.e. Ind AS 17- Leases. As per Ind AS 116, the lessee will record in its financial statements all the non-cancellable portion of leasing arrangement.

**ii. Amendment to Existing Standard**

The MCA has also carried out amendments of the following accounting standards

- a Ind AS 12 - Income Taxes
- b Ind AS 19 - Employee Benefits
- c Ind AS 23 - Borrowing Costs
- d Ind AS 28 - Investment in Associates and Joint Ventures
- e Ind AS 101- First time adoption of Indian Accounting Standards
- f Ind AS 103 - Business Combinations
- g Ind AS 109 - Financial Instruments
- h Ind AS 111 - Joint Arrangements

Application of above standards is not expected to have any significant impact on the Group's consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 5 | Property, Plant and Equipment, Other Intangible Assets, Capital work-in-Progress and Intangible Assets under development

₹ in lakh

Particulars	Gross Block			Depreciation/ Amortisation			Net Block	
	As at 1st April, 2018	Additions	Deductions/ Adjustments	As at 31st March, 2019	For the Year	Deductions/ Adjustments	As at 31st March, 2019	As at 31st March, 2018
<b>5.1 Property, Plant &amp; Equipment:</b>								
Buildings	539	177	-	716	12	-	30	686
Freehold Land	31	-	-	31	-	-	-	31
Leasehold improvements	11,225	603	(174)	11,654	1,175	(174)	9,363	2,291
Plant and equipments	43,928	3,401	(3,212)	44,117	3,580	(3,213)	28,006	16,111
Office equipment *	17,506	2,226	(1,273)	18,459	3,282	(1,226)	12,557	5,902
Furniture and Fixtures	1,798	157	(32)	1,923	132	(31)	1,068	855
Vehicles	1,429	101	(235)	1,295	281	(133)	738	557
<b>Total (A)</b>	<b>76,456</b>	<b>6,665</b>	<b>(4,926)</b>	<b>78,195</b>	<b>8,462</b>	<b>(4,777)</b>	<b>51,762</b>	<b>28,379</b>
<b>Previous Year</b>	<b>76,665</b>	<b>2,574</b>	<b>(2,783)</b>	<b>76,456</b>	<b>4,282</b>	<b>(2,768)</b>	<b>48,077</b>	<b>28,379</b>
<b>5.2 Other Intangible Assets :</b>								
Computer Software	13,314	444	(1)	13,757	2,464	(1)	11,595	2,162
Programming Cost	6,022	2,610	(1,423)	7,209	2,294	(1,423)	3,403	3,490
News archives and others	1,422	-	-	1,422	-	-	1,422	-
Licenses	210	-	-	210	26	-	145	65
<b>Total (B)</b>	<b>20,968</b>	<b>3,054</b>	<b>(1,424)</b>	<b>22,598</b>	<b>4,784</b>	<b>(1,424)</b>	<b>16,565</b>	<b>7,763</b>
<b>Previous Year</b>	<b>18,796</b>	<b>3,423</b>	<b>(1,251)</b>	<b>20,968</b>	<b>2,639</b>	<b>(1,250)</b>	<b>13,205</b>	<b>7,763</b>
<b>Total (A + B)</b>	<b>97,424</b>	<b>9,719</b>	<b>(6,350)</b>	<b>1,00,793</b>	<b>13,246</b>	<b>(6,201)</b>	<b>68,327</b>	<b>36,142</b>
<b>Previous Year</b>	<b>95,461</b>	<b>5,997</b>	<b>(4,034)</b>	<b>97,424</b>	<b>6,921</b>	<b>(4,018)</b>	<b>61,282</b>	<b>36,142</b>
<b>5.3 Capital work-in-progress</b>								
<b>5.4 Intangible assets under development</b>								

\*includes Computers

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

**Note 6 | Investments - Non-current**

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>A. Investments in Associate</b>				
Investments measured at cost (accounted using equity method)				
<b>In Equity shares - Unquoted, fully paid up</b>				
Enadu Television Private Limited of ₹ 10 each	60,94,190	33,483	60,94,190	30,138
<b>A. Total Investments in Associate</b>		<b>33,483</b>		<b>30,138</b>
<b>B. Investments in Joint Venture</b>				
Investments measured at cost (accounted using equity method)				
<b>In Equity shares - Unquoted, fully paid up</b>				
IBN Lokmat News Private Limited of ₹ 10 each	86,25,000	-	86,25,000	-
		-		-
<b>In Preference shares - Unquoted, fully paid up</b>				
0.10% Non Cumulative Redeemable Preference Shares of Series "I" of IBN Lokmat News Private Limited of ₹ 100 each	2,20,000	-	2,20,000	-
0.10% Non Cumulative Redeemable Preference Shares of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each	2,49,999	500	2,49,999	500
0.01% Optionally Convertible Non Cumulative Redeemable Preference Shares of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each (₹ 200)	1	0	1	0
0.10% Non Cumulative Redeemable Preference Shares of Series "III" of IBN Lokmat News Private Limited of ₹ 100 each	20,35,250	1,047	20,35,250	832
		<b>1,547</b>		<b>1,332</b>
<b>B. Total Investments in Joint Venture</b>		<b>1,547</b>		<b>1,332</b>
<b>C. Other Investments</b>				
Investments measured at Fair value through other comprehensive income (FVTOCI)				
<b>In Equity Shares - Quoted, fully paid up</b>				
SMC Global Securities Limited of ₹ 10 each	3,03,704	563	1,09,994	263
Refex Industries Limited (formerly known as Refex Refrigerants Limited) of ₹ 10 each	2,75,000	104	2,75,000	42
KSL & Industries Limited of ₹ 4 each	4,74,308	14	4,74,308	34
		<b>681</b>		<b>339</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 6 | Investments - Non-current (Contd.)

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>In Equity shares - Unquoted, fully paid up</b>				
Ushodaya Enterprises Private Limited of ₹ 100 each	27,500	28	27,500	28
Delhi Stock Exchange Association Limited of ₹ 10 each (₹ 1/-)	8,98,500	0	8,98,500	0
Ensemble Infrastructure India Limited of ₹ 10 each (Previous year ₹ 1/-)	-	-	83,763	0
		<b>28</b>		<b>28</b>
<b>In Convertible warrants partly paid up</b>				
Convertible warrants of Infibeam Avenues Limited (formerly known as Infibeam Incorporation Limited) per warrant of ₹ 186.48 on which ₹ 46.62 paid per warrant (₹ 1/-)	21,45,002	0	21,45,002	1,000
		<b>0</b>		<b>1,000</b>
<b>C. Total Other Investments</b>		<b>709</b>		<b>1,367</b>
<b>Total Investments - Non-current (A+B+C)</b>		<b>35,739</b>		<b>32,837</b>
Aggregate amount of quoted investments		681		339
Market value of quoted investments		681		339
Aggregate amount of unquoted investments		35,058		32,498

### 6.1 Category-wise Investments - Non-current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Financial assets measured using equity method	35,030	31,470
Financial assets measured at Fair value through other comprehensive income (FVTOCI)	709	1,367
<b>Total Investments - Non-current</b>	<b>35,739</b>	<b>32,837</b>

## Note 7 | Loans - Non-current (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Loans to employees (Previous Year ₹ 47,105)	-	0
Other Loans		
considered good	1,128	2,133
considered having significant increase in credit risk	4,151	3,146
Less: Allowance for loans having significant increase in credit risk	4,151	3,146
<b>Total</b>	<b>1,128</b>	<b>2,133</b>

## Note 8 | Other financial assets - Non-current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security deposits (Unsecured and considered good)	3,883	3,662
<b>Total</b>	<b>3,883</b>	<b>3,662</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 9 | Deferred tax assets (net)

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Deferred tax assets in relation to:</b>		
Unabsorbed depreciation/ unused tax credits	4,417	2,409
Property, Plant and Equipment and Other Intangible assets	42	43
Disallowances	442	963
	<b>4,901</b>	<b>3,415</b>
<b>Deferred tax liabilities in relation to:</b>		
Property, Plant and Equipment and Other Intangible assets (₹ 29,692)	0	262
<b>Deferred tax assets (net)</b>	<b>4,901</b>	<b>3,153</b>

9.1 In the absence of reasonable certainty that sufficient taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credit and unused tax losses can be utilised, the Group has not recognized the deferred tax assets (net) amounting to ₹ 56,546 lakh (Previous Year ₹ 44,744 lakh) arising out of tangible assets, intangible assets, financial assets, unabsorbed depreciation, brought forward tax losses and other items. The same shall be reassessed at subsequent balance sheet date.

9.2 The movement on the deferred tax account is as follows:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
At the beginning of the year	3,153	5,094
Current tax (charge)/ credit to profit or loss	(259)	103
Current tax (charge)/ credit to Other Comprehensive Income	(3)	(8)
Adjustment of unabsorbed depreciation/ unused tax credits	2,008	(2,412)
On account of acquisition through Business Combination	-	376
Others	2	-
<b>At the end of the year</b>	<b>4,901</b>	<b>3,153</b>

### Note 10 | Other non-current assets

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital advances (Unsecured and considered good)	339	406
Advance income tax (net of provision)	62,206	43,162
Balance with government authorities	448	708
Prepaid expenses	559	809
Advance to vendors (Unsecured)		
- considered good	355	355
- doubtful	2,074	1,986
- Provision for doubtful advances	(2,074)	(1,986)
	<b>355</b>	<b>355</b>
<b>Total</b>	<b>63,907</b>	<b>45,440</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 11 Inventories

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
Programming and film rights	1,31,071	1,01,628
Projects in progress	58,823	32,448
<b>Total</b>	<b>1,89,894</b>	<b>1,34,076</b>

## Note 12 Investments - Current

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Investments classification at Fair Value Through Profit or Loss (FVTPL)</b>				
<b>In Mutual Fund - Unquoted</b>				
(i) UTI-Liquid Cash Plan - Institutional-Growth	-	-	156	4
(ii) HDFC High Interest Fund-Short Term-Regular Plan-Growth	7,14,032	263	7,14,032	247
(iii) UTI Floating Rate Fund-Short Term-Growth	8,898	270	8,898	251
(iv) UTI Short Term Income Fund- Institutional Plan-Growth	10,55,874	238	10,55,874	223
(v) DSP Black Rock Liquidity Fund- Institutional Plan Growth	-	-	40,707	1,007
(vi) Aditya Birla Sun Life Liquid Fund - Growth- Regular Plan (formerly known as Aditya Birla Sun Life Cash Plus)	2,15,951	646	2,44,236	680
(vii) Aditya Birla Sunlife Cash Plus- Growth -Direct Plan	-	-	5,612	16
(viii) ICICI Prudential Liquid Fund Growth	2,09,456	577	-	-
(ix) IDFC Cash Fund Growth (Regular Plan)	13,356	300	-	-
<b>Total Investments - Current</b>		<b>2,294</b>		<b>2,428</b>
Aggregate amount of unquoted investments		2,294		2,428

### 12.1 Category wise investment - current

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
Financial assets measured at FVTPL	2,294	2,428

## Note 13 Trade Receivables (Unsecured)

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
considered good *	1,22,946	1,21,055
considered having significant increase in credit risk	11,295	14,174
Less: Allowance for receivables having significant increase in credit risk	11,295	14,174
<b>Total</b>	<b>1,22,946</b>	<b>1,21,055</b>

\* Includes trade receivables from related parties (Refer Note 36)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### 13.1 Movement in the allowance for receivables having significant increase in credit risk:

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
At the beginning of the year	14,174	4,502
Movement during the year	(2,879)	9,672
<b>At the end of the year</b>	<b>11,295</b>	<b>14,174</b>

### Note 14 | Cash and cash equivalents

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
Cash on hand (Previous Year ₹ 1,254)	-	0
Cheques on hand	2,249	1,570
Balances with banks		
in Current accounts	8,800	11,826
in Deposit accounts	6,846	4,027
<b>Total</b>	<b>17,895</b>	<b>17,423</b>

### Note 15 | Bank balances other than cash and cash equivalents

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
In earmarked accounts- Unclaimed matured deposits	66	67
In other deposit accounts *	28	251
<b>Total</b>	<b>94</b>	<b>318</b>

\* Deposits of ₹ 28 lakh (Previous Year ₹ 251 lakh) are given as lien to statutory authorities.

### Note 16 | Loans - current

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
(Unsecured and considered good)		
Loans to related parties (Refer Note 36)	61,219	33,735
<b>Total</b>	<b>61,219</b>	<b>33,735</b>

#### 16.1 Loans given to related parties:

##### A) (i) Loans to Holding Company:

Name of the Company	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
Network18 Media & Investments Limited (Maximum amount outstanding during the year ₹ 61,219 lakh (Previous year ₹ 33,735 lakh)	61,219	33,735

The above loan has been given for business/ general corporate purpose.

(ii) Loans shown above, fall under the category of "Loans-Current" and are re-payable within 1 year.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 17 | Other Financial Assets - Current

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
(Unsecured and considered good)		
Interest accrued on loans, deposits and investments	1,254	36
Unbilled revenue	10,296	5,297
Security deposits	1,837	1,749
Others	1	1
<b>Total</b>	<b>13,388</b>	<b>7,083</b>

## Note 18 | Other current assets (Unsecured)

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
Advances to related parties (Refer Note 36)		
considered good	652	-
considered having significant increase in credit risk	-	868
Less: Allowance for advances having significant increase in credit risk	-	(868)
	<b>652</b>	<b>-</b>
Advances to employees	208	82
Balance with government authorities	8,660	10,649
Prepaid expenses	4,889	5,651
Advance to vendors - considered good	4,565	4,193
Short-term receivables (Refer Note 36)	22,020	21,726
Others - considered good	-	133
<b>Total</b>	<b>40,994</b>	<b>42,434</b>

## Note 19 | Share capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
<b>(a) Authorised Share Capital *</b>				
Equity shares of ₹ 2 each	6,76,05,00,000	1,35,210	6,76,05,00,000	1,35,210
<b>(b) Issued, Subscribed and fully paid up</b>				
<b>(i) Equity Share of ₹ 2 each</b>				
(i) Issued	1,71,44,09,196	34,288	1,71,44,09,196	34,288
(ii) Subscribed and fully paid up	1,71,43,60,160	34,287	1,71,43,60,160	34,287
(iii) Shares forfeited ₹ 24,518 (Previous Year ₹ 24,518)	49,036	0	49,036	0
<b>Total</b>	<b>1,71,44,09,196</b>	<b>34,287</b>	<b>1,71,44,09,196</b>	<b>34,287</b>

\* Pursuant to Scheme of Merger approved by National Company Law Tribunal ('NCLT') the Authorised Share Capital of the Company has increased to 6,76,05,00,000 equity shares of ₹ 2 each from 5,00,00,00,000 equity shares of ₹ 2 each. (Refer Note 44)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

**19.1** The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share held. All the existing equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and right issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding.

### 19.2 Details of shares held by each shareholder holding more than 5% shares :

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	% Holding	Number of Shares	% Holding
Network18 Media & Investments Limited, the Holding Company (Refer Note 19.7)	87,71,98,625	51.17%	87,71,98,625	51.17%

### 19.3 Details of shares held by holding company and their subsidiaries :

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Network18 Media & Investments Limited, the Holding Company (Refer Note 19.7)	87,71,98,625	17,544	87,71,98,625	17,544
<b>Total</b>	<b>87,71,98,625</b>	<b>17,544</b>	<b>87,71,98,625</b>	<b>17,544</b>

**19.4** There are no bonus shares issued, shares issued for considerations other than cash and shares bought back during the period of five years immediately preceding the reporting date.

### 19.5 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31st March, 2019			
	Issued		Subscribed and fully paid up	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares at the beginning of the year	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)
Add : Shares issued during the year	-	-	-	-
	(-)	(-)	(-)	(-)
Equity Shares at the end of the year	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)

Figures in brackets pertains to the previous year

### 19.6 Details of forfeited shares and amount originally paid-up:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity shares ₹ 24,518 (Previous Year ₹ 24,518)	49,036	0	49,036	0

**19.7** Previous year, 1,63,563 shares were held by erstwhile RRB Investments Private Limited which has merged with Network18 Media & Investments Limited pursuant to scheme of merger approved by NCLT, Mumbai Bench with appointed date being 1st April, 2016 and the Scheme became effective from 1st November, 2018.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 20 | Other Equity

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
<b>Capital Reserve</b>		
As per last Balance Sheet	137	137
<b>Securities premium account</b>		
As per last Balance Sheet	3,15,779	3,15,779
<b>General Reserve</b>		
As per last Balance Sheet	1,180	1,180
<b>Retained Earnings</b>		
As per last Balance Sheet	(17,628)	(18,636)
Add: Profit for the year	16,690	971
Add: Remeasurement of defined benefit plans	(93)	37
	<b>(1,031)</b>	<b>(17,628)</b>
<b>Other Comprehensive Income</b>		
As per last Balance Sheet	266	334
Add: Movement during the year	(798)	(68)
	<b>(532)</b>	<b>266</b>
<b>Total</b>	<b>3,15,533</b>	<b>2,99,734</b>

Figures in brackets represents debit balance.

## Note 21 | Borrowings

₹ in lakh

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Non current borrowings	Current maturity of borrowings - non-current (Refer Note 25)	Non current borrowings	Current maturity of borrowings - non-current (Refer Note 25)
<b>Secured</b>				
<b>i. Vehicle loans</b>				
- from banks	285	259	540	280
	<b>285</b>	<b>259</b>	<b>540</b>	<b>280</b>
<b>Unsecured</b>				
<b>ii. Term loans</b>				
- from banks	21,875	3,125	-	-
	<b>21,875</b>	<b>3,125</b>	-	-
<b>Total</b>	<b>22,160</b>	<b>3,384</b>	<b>540</b>	<b>280</b>

Security details for borrowings covered under note no. 21 and note no. 25 are as follows:

₹ in lakh

Particulars	As at	
	31st March, 2019	31st March, 2018
Vehicle loans carries interest rate @ 7.90% per annum to 9.46% per annum and are secured by hypothecation of the vehicles financed therefrom and loans are payable in equal monthly installments as per the terms of underlying agreements.	544	820

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### 21.1 Maturity Profile of loans (including current maturity of borrowings - non-current) are set out as below:

Particulars	Maturity Profile		Non-Current	Current
	Above 5 years	1-5 years	Total	1 year
As at 31st March, 2019	-	22,160	22,160	3,384
As at 31st March, 2018	-	540	540	280

₹ in lakh

21.2 The above loans carry an interest rate referenced to the respective bank's marginal cost of lending rate and mutually agreed spread.

### Note 22 Provisions - Non-Current

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- For compensated absences	1,810	1,538
- For gratuity (Refer Note 31.2)	4,447	3,968
<b>Total</b>	<b>6,257</b>	<b>5,506</b>

₹ in lakh

### Note 23 Borrowings - Current

Particulars	As at 31st March, 2019	As at 31st March, 2018
Overdraft/ Cash Credit/ Working Capital Demand Loan ("WC DL") from Banks:		
- Secured	15,856	33,812
- Unsecured	11,188	3,751
Commercial papers (unsecured)		
- From Banks	-	30,000
- From Others	1,09,395	31,778
<b>Total</b>	<b>1,36,439</b>	<b>99,341</b>

₹ in lakh

### 23.1 Security and repayment details for borrowings covered is as follows:

Particulars	As at 31st March, 2019	As at 31st March, 2018
(i) Overdraft/ Cash Credit/ WCDL is repayable on demand and is secured against first pari passu hypothecation charge on all existing and future current assets of the respective subsidiary company.	-	6,592
(ii) Overdraft/ Cash Credit/ WCDL availed by a subsidiary, repayable on demand and is secured against second pari passu charge on all existing and future movable assets and current assets of the respective subsidiary company.	-	181
(iii) Loans repayable on demand from Banks are secured by a first pari passu charge over Fixed Assets and Current Assets. Fixed Deposits amounting to ₹ Nil (Previous Year 29 lakh) are provided as collateral security of the respective subsidiary company.	15,856	27,039
<b>Total</b>	<b>15,856</b>	<b>33,812</b>

₹ in lakh

23.2 Unsecured Overdraft/ Cash Credit/ WCDL from Banks are payable on demand.

23.3 The above bank loans carry an interest rate referenced to the respective bank's marginal cost of lending rate and mutually agreed spread.

23.4 All commercial papers are repayable within one year. Maximum outstanding balance of Commercial papers during the year was ₹ 1,24,258 lakh (Previous Year ₹ 62,358 lakh)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 24 | Trade payables due to

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Micro enterprises and small enterprises	262	46
Other than micro enterprises and small enterprises	1,70,957	1,48,853
<b>Total</b>	<b>1,71,219</b>	<b>1,48,899</b>

The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Group is as under:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
(i) Principal amount due and remaining unpaid	263	46
(ii) Interest due on above and the unpaid interest	-	-
(iii) Interest paid	-	-
(iv) Payment made beyond the appointed day during the year	-	-
(v) Interest due and payable for the period of delay	-	-
(vi) Interest accrued and remaining unpaid	-	-
(vii) Amount of further interest remaining due and payable in succeeding years	-	-

## Note 25 | Other financial liabilities - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current maturities of Borrowings - Non-Current (Refer Note 21)		
Vehicle loans (secured by hypothecation of vehicles)		
- from bank	259	280
Term Loans (Unsecured)		
- from bank	3,125	-
	<b>3,384</b>	<b>280</b>
Book Overdraft	2,275	1,213
Collection on behalf of Principals (Refer Note 36)	1,018	807
Interest accrued but not due on borrowings	206	5
Unclaimed matured deposits and interest accrued thereon*	66	67
Creditors for capital expenditure	718	1,113
Trade/ Security deposits	92	47
<b>Total</b>	<b>7,759</b>	<b>3,532</b>

\* These figures do not include any amount due and outstanding to be credited to the Investor Education and Protection Fund.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 26 | Other current liabilities

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unearned revenue	6,791	5,033
Statutory dues	7,081	6,784
Advances from customers	5,543	5,374
Others #	4,416	2,213
<b>Total</b>	<b>23,831</b>	<b>19,404</b>

# includes employee related payables

### Note 27 | Provisions - Current

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- For compensated absences	281	231
- For gratuity (Refer Note 31.2)	714	327
	<b>995</b>	<b>558</b>
Provision for income tax (net of advance tax)	28	12
<b>Total</b>	<b>1,023</b>	<b>570</b>

### Note 28 | Revenue from Operations

₹ in lakh

Particulars	2018-2019	2017-2018
<b>Disaggregated revenue</b>		
Advertisement, subscription revenue and program syndication	4,58,319	1,33,948
Sale of content, film distribution and syndication	33,479	10,090
Other media income	2,472	3,481
<b>Total</b>	<b>4,94,270</b>	<b>1,47,519</b>

Revenue from Operations include revenue recognised from the balance of contract liabilities at the beginning of the current and previous year respectively.

### Note 29 | Other Income

₹ in lakh

Particulars	2018-2019	2017-2018
Interest income on		
Bank deposits	163	38
Other Financial Assets measured at Amortised Cost (Refer Note 36)	1,309	1,357
Income tax refund	935	590
Others	281	130

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 29 | Other Income

₹ in lakh

Particulars	2018-2019	2017-2018
Dividend income	2	-
Net gain/ (loss) arising on financial assets designated at fair value through profit or loss		
Realised Gain	143	75
Unrealised Gain/ (Loss)	(935)	509
	(792)	584
Liabilities/ provisions no longer required written back	887	108
Miscellaneous income	762	92
<b>Total</b>	<b>3,547</b>	<b>2,899</b>

## Note 30 | Operational costs

₹ in lakh

Particulars	2018-2019	2017-2018
Programming, telecast and license fees	2,23,167	33,176
Airtime, web space and print space - purchased	4,073	2,666
Royalty expenses	6,325	3,918
Content expenses	5,532	5,179
Other production expenses	4,883	4,335
<b>Total</b>	<b>2,43,980</b>	<b>49,274</b>

## Note 31 | Employee benefits expense

₹ in lakh

Particulars	2018-2019	2017-2018
Salaries and wages	86,649	37,783
Contribution to provident and other funds	3,817	1,970
Gratuity expense (Refer Note 31.2)	1,336	1,169
Staff welfare expenses	3,685	1,941
<b>Total</b>	<b>95,487</b>	<b>42,863</b>

### 31.1 Defined contribution plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

₹ in lakh

Particulars	2018-2019	2017-2018
Employer's Contribution to Provident Fund	3,073	1,164
Employer's Contribution to Pension Fund	565	596
Employer's Contribution to Employees State Insurance	87	104



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

### 31.2 Defined benefit plans

The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The Group makes contributions to the trust which in turn makes contributions to the employees group gratuity cum life assurance scheme of the Life Insurance Corporation of India.

The following table sets out the funded/ unfunded status of the defined benefit plans and the amount recognised in the consolidated financial statements:

#### i) Reconciliation of opening and closing balances of Defined benefit obligation:

₹ in lakh

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	2018-19	2017-18	2018-19	2017-18
Defined benefit obligation at beginning of the year	5,354	2,525	384	26
Additions on account of acquisition through Business combination	-	2,227	-	301
Current service cost	921	930	82	82
Interest cost	415	202	29	3
Actuarial (gain)/ loss	90	(101)	(7)	(23)
Benefits paid	(521)	(429)	(18)	(5)
<b>Defined Benefit Obligation at year end</b>	<b>6,259</b>	<b>5,354</b>	<b>470</b>	<b>384</b>

#### ii) Reconciliation of opening and closing balances of fair value of plan assets:

₹ in lakh

Particulars	Gratuity (Funded)	
	2018-19	2017-18
Fair value of plan assets at beginning of the year	1,443	576
Additions on account of acquisition through Business combination	-	1,036
Expected return on plan assets	112	48
Actuarial gain/ (loss)	3	(2)
Contributions by employer	392	-
Benefits paid	(382)	(215)
<b>Fair value of plan assets at year end</b>	<b>1,568</b>	<b>1,443</b>
Actual return on plan assets	21	28

#### iii) Reconciliation of fair value of assets and present value of obligations:

₹ in lakh

Particulars	Gratuity (Funded) As at 31st March		Gratuity (Unfunded) As at 31st March	
	2019	2018	2019	2018
Fair value of plan assets	1,568	1,443	-	-
Present value of obligations	6,259	5,354	470	384
<b>Net liability recognized in balance sheet</b>	<b>(4,691)</b>	<b>(3,911)</b>	<b>(470)</b>	<b>(384)</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## iv) Expenses recognised during the year:

₹ in lakh

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	2018-19	2017-18	2018-19	2017-18
<b>In Income Statement</b>				
Current service cost	921	930	82	82
Interest cost on defined benefit obligation	415	202	29	3
Interest income on plan assets	(112)	(48)	-	-
<b>Net Cost</b>	<b>1,224</b>	<b>1,084</b>	<b>111</b>	<b>85</b>
<b>In Other Comprehensive Income (OCI)</b>				
Actuarial (gain)/ loss on defined benefit obligation	90	(101)	(7)	(23)
Actuarial gain/ (loss) on plan assets	3	(2)	-	-
<b>Net (Income)/ Expense recognized in OCI</b>	<b>87</b>	<b>(99)</b>	<b>(7)</b>	<b>(23)</b>

## v) Investment details:

Particulars	As at	As at
	31st March, 2019	31st March, 2018
	% invested	% invested
Funds managed by Insurer	100	100

## vi) Actuarial assumptions:

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	2018-19	2017-18	2018-19	2017-18
<b>Mortality Table</b>	<b>IALM (06-08)</b>	<b>IALM (06-08)</b>	<b>IALM (06-08)</b>	<b>IALM (06-08)</b>
Discount rate (per annum)	7.69%	7.70%	7.69%	7.70%
Expected rate of return on plan assets (per annum)	9.00%	9.00%	-	-
Rate of escalation in salary (per annum)	5.50% to 8.00%	5.50% to 8.00%	6.00%	5.50%

IALM - Indian Assured Lives Mortality

The discount rate is based on the prevailing market yields of the Government of India Bonds as at the Balance Sheet date for the estimated term of the obligations.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Group's policy for plan assets management.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

vii) The expected contributions for Defined Benefit Plan for the next financial year will be in line with financial year 2018-19.

### viii) Sensitivity Analysis

Significant Actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonable possible change of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity Analysis is given below:

₹ in lakh

Particulars	Gratuity (Funded) As at 31st March		Gratuity (Unfunded) As at 31st March	
	2019	2018	2019	2018
<b>a) Impact of the change in discount rate</b>				
Present value of obligation at the end of the period	6,259	5,354	470	384
i) Impact due to increase of 0.50%	(242)	(227)	(19)	(29)
ii) Impact due to decrease of 0.50%	259	243	21	32
<b>b) Impact of the change in salary increase</b>				
Present value of obligation at the end of the period	6,259	5,354	470	384
i) Impact due to increase of 0.50%	200	190	17	27
ii) Impact due to decrease of 0.50%	(194)	(184)	(16)	(25)

These plans typically expose the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

### Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds; if the return on plan asset is below this rate, it will create a plan deficit.

### Interest risk

A decrease in the discount rate will increase the plan liability.

### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

### Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 32 | Finance Costs

₹ in lakh

Particulars	2018-2019	2017-2018
Interest cost	10,004	2,692
Other borrowing costs	58	4
<b>Total</b>	<b>10,062</b>	<b>2,696</b>

## Note 33 | Other Expenses

₹ in lakh

Particulars	2018-2019	2017-2018
Repairs to building	1,072	244
Repairs to plant & equipments	3,240	1,425
Electricity expenses	2,868	1,806
Insurance	146	226
Travelling and conveyance	8,959	5,101
Legal and professional fees	6,017	1,401
Payment to auditors	333	155
Rates and taxes	601	215
Other repairs	2,753	522
Rent including lease rentals (Refer Note 38)	9,194	4,442
Directors sitting fees	56	89
Foreign exchange (gain)/ loss (net)	425	(106)
(Profit)/ loss on sale/ discard of Property, Plant and Equipment and Other Intangible Asset (net)	(9)	(17)
Bad debts and net allowance for doubtful receivables	(2,092)	306
Charity and Donation	486	180
Other establishment expenses	6,746	5,236
<b>Total</b>	<b>40,795</b>	<b>21,225</b>

### 33.1 Corporate Social Responsibility (CSR)

- (a) CSR amount required to be spent by the Companies within the Group as per section 135 of the Companies Act, 2013 read with schedule VII thereof during the year is ₹ 477 lakh (Previous Year ₹ 173 lakh).
- (b) Expenditure related to Corporate Social Responsibility is ₹ 483 lakh (Previous Year ₹ 175 lakh).

Details of amount spent towards CSR is given below:

₹ in lakh

Particulars	2018-2019	2017-2018
Sports Development	175	175
Education	289	-
Healthcare	19	-
<b>Total</b>	<b>483</b>	<b>175</b>

- (c) Out of note (b) above, ₹ 390 lakh (Previous Year ₹ 175 lakh) is spent through Reliance Foundation.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 34 | Taxation

₹ in lakh

Particulars	2018-2019	2017-2018
<b>a) Income tax recognised in Consolidated Statement of Profit and Loss</b>		
Current tax		
Current year tax	1,746	4,247
Short/ (excess) tax of earlier years	(7,881)	1,055
	<b>(6,135)</b>	<b>5,302</b>
Deferred tax	259	(103)
<b>Total income tax expenses recognised</b>	<b>(5,876)</b>	<b>5,199</b>

The income tax expenses for the year can be reconciled to the accounting profit as follows:

₹ in lakh

Particulars	2018-2019	2017-2018
Profit/ (Loss) before tax and Share of profit of Associate and Joint Venture	11,592	(821)
Applicable Tax rate	34.944%	34.608%
Computed Tax Expense/ (Credit)	4,051	(284)
<b>Tax Effect of:</b>		
Expenses (allowed)/ disallowed (net)	(4,659)	(973)
Adjustment of unused tax losses and tax offset	3,627	5,774
Deferred tax reversal	273	-
Different tax jurisdiction/ tax rate	(1,287)	(373)
	<b>2,005</b>	<b>4,144</b>
Adjustment recognised in the current year in relation to tax of prior years	(7,881)	1,055
<b>Tax Expenses recognised in Consolidated Statement of Profit and Loss</b>	<b>(5,876)</b>	<b>5,199</b>

Effective Tax Rate is not disclosed considering that deferred tax assets have not been recognised by certain components on account of unabsorbed losses and depreciation.

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>b) Advance Income Tax (Net of Provision)</b>		
At the start of the year	43,150	17,351
Acquisition through Business Combination	-	21,531
Current Tax charge/ (credit) for the year	6,135	(5,302)
Adjustment of unused tax credits	(2,008)	2,412
Tax paid (Net) during the year	14,900	7,157
Others	1	1
<b>At the end of the year #</b>	<b>62,178</b>	<b>43,150</b>

# Refer Note 10 and note 27

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 35 | Earnings per share (EPS)

Particulars	2018-2019	2017-2018
Net Profit after Tax as per Consolidated Statement of Profit and Loss attributable to equity shareholders (After adjusting Non Controlling Interest) (₹ in lakh)	16,690	970
Weighted average number of equity shares used as denominator for calculating basic and diluted EPS	1,71,44,09,196	1,71,44,09,196
Basic and Diluted Earnings per Share (₹)	0.97	0.06
Face Value per Equity Share (₹)	2	2

## Note 36 | Related Parties Disclosures

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

(a) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Independent Media Trust	Enterprises Exercising Control
2	Adventure Marketing Private Limited *	
3	Watermark Infratech Private Limited *	
4	Colorful Media Private Limited *	
5	RB Media Holdings Private Limited *	
6	RB Mediasoft Private Limited *	
7	RRB Mediasoft Private Limited *	
8	RB Holdings Private Limited *	
9	Teesta Retail Private Limited	
10	Network18 Media & Investments Limited	
11	Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust
12	Reliance Industrial Investments and Holdings Limited	
13	IBN Lokmat News Private Limited	Joint Ventures and their Subsidiaries
14	Viacom18 Media Private Limited @	
15	IndiaCast Media Distribution Private Limited @	
16	IndiaCast UK Limited @	
17	IndiaCast US Limited @	
18	Viacom18 US Inc @	
19	Viacom18 Media UK Limited @	
20	Roptonal Limited @	
21	Eenadu Television Private Limited	Associate
22	Big Tree Entertainment Private Limited	Associates of Holding Company
23	TV18 Home Shopping Network Limited (w.e.f.15th February, 2018)	
24	Shop CJ Network Private Limited (w.e.f.15th February, 2018)	Subsidiary of Associate of Holding Company

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

Sr. No.	Name of the Related Party	Relationship	
25	Reliance Retail Limited	Fellow Subsidiaries	
26	Reliance Jio Infocomm Limited		
27	Reliance Corporate IT Park Limited		
28	Reliance Brands Limited		
29	Reliance Lifestyle Holdings Limited		
30	Saavan LLC		
31	e-Eighteen.com Limited		
32	Network18 Holding Limited **		
33	Television Eighteen Media and Investments Limited (TEMIL) **		
34	Digital 18 Media Limited **		
35	E-18 Limited **		
36	TV18 Home Shopping Network Limited (upto 14th February, 2018)		
37	Colosseum Media Private Limited		
38	Greycells18 Media Limited		
39	Moneycontrol Dot Com India Limited		
40	Eminent Cable Network Private Limited \$		
41	Den Networks Limited \$		
42	Hathway Digital Private Limited \$\$		
43	Football Sports Development Limited		Joint Ventures ('JV') of Beneficiary/ Protector of Independent Media Trust
44	IMG Reliance Limited		Joint Ventures ('JV') of Fellow Subsidiaries
45	Hathway CCN Entertainment (India) Private Limited \$\$		
46	Hathway CBN Multinet Private Limited \$\$		
47	Hathway CCN Multinet Private Limited \$\$		Associates of Fellow Subsidiaries
48	CCN DEN Network Private Limited \$		
49	DEN ADN Network Private Limited \$		
50	Den Satellite Network Private Limited \$		
51	DL GTPL Cabnet Private Limited \$\$		
52	GTPL Hathway Limited \$\$		
53	GTPL Kolkata Cable & Broadband Pariseva Limited \$\$		
54	GTPL V & S Cable Private Limited \$\$		
55	Vaji Communication Private Limited \$\$		
56	Vizianagar Citi Communications Private Limited \$\$		
57	Rahul Joshi (w.e.f. 15th October, 2018)	Key Managerial Personnel	

\* Controlled by Independent Media Trust of which Reliance Industries Limited is the sole beneficiary.

\*\* Merged with the Network18 Media & Investments Limited with appointed date being 1st April 2016.

@ Accounted as Joint Venture till 28th February, 2018. Consolidated as subsidiary w.e.f. 1st March, 2018.

\$ Related Party w.e.f. 4th February 2019.

\$\$ Related Party w.e.f. 31st January 2019.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## 36.2 Details of transactions and balances with related parties

₹ in lakh

Nature of Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises exercising Control	Fellow Subsidiaries	Joint Ventures/ Associates and their subsidiaries	Joint Ventures of Beneficiary/ Protector of Independent Media Trust	Joint Venture/ Associates of Fellow Subsidiaries	Key Managerial Personnel
<b>(i) Transactions during the year</b>							
1 Income from operations	450 (229)	402 (53)	4,678 (156)	472 (2,480)	1,380 (-)	838 (-)	- (-)
2 Interest income	- (-)	1,309 (1,357)	- (-)	- (-)	- (-)	- (-)	- (-)
3 Expenditure for services received	5 (-)	2,002 (662)	5,336 (798)	2,314 (2,887)	1,380 (-)	111 (-)	- (-)
4 Reimbursement of expenses (received)	- (3)	66 (292)	47 (1,050)	1,206 (6,956)	- (-)	- (-)	- (-)
5 Reimbursement of expenses (paid)	- (-)	117 (-)	14 (-)	566 (74,841)	- (-)	- (-)	- (-)
6 Assets purchased	- (-)	- (-)	29 (43)	- (-)	- (-)	- (-)	- (-)
7 Loan given (For business purpose)	- (-)	38,500 (4,500)	- (-)	- (-)	- (-)	- (-)	- (-)
8 Loan received back	- (-)	11,016 (10,042)	- (-)	- (-)	- (-)	- (-)	- (-)
9 Payment to Key Managerial Personnel	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	249 (-)
<b>(ii) Balance at the year end</b>							
1 Advances receivable	- (-)	652 (868)	- (-)	- (-)	- (-)	- (-)	- (-)
2 Loans receivable (including interest accrued)	- (-)	62,528 (33,735)	- (-)	- (-)	- (-)	- (-)	- (-)
3 Advance from customers	- (-)	- (10)	- (-)	- (-)	- (-)	- (-)	- (-)
4 Trade receivables	- (534)	102 (28)	7,277 (794)	2,999 (382)	1,115 (-)	1,601 (-)	- (-)
5 Other receivables	- (-)	- (-)	1,130 (-)	41 (-)	- (-)	137 (-)	- (-)
6 Security deposit given	- (-)	- (-)	- (-)	158 (158)	- (-)	- (-)	- (-)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Nature of Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises exercising Control	Fellow Subsidiaries	Joint Ventures/ Associates and their subsidiaries	Joint Ventures of Beneficiary/ Protector of Independent Media Trust	Joint Venture/ Associates of Fellow Subsidiaries	Key Managerial Personnel
7 Trade payables	- (-)	326 (550)	3,914 (352)	961 (301)	1,088 (-)	169 (-)	- (-)
8 Provision for Non recoverable advances	- (-)	- (868)	- (-)	- (-)	- (-)	- (-)	- (-)
9 Collection on behalf of Principals	- (-)	- (-)	- (-)	454 (807)	- (-)	- (-)	- (-)
10 Short term receivables	- (-)	21,726 (21,726)	- (-)	- (-)	- (-)	- (-)	- (-)

Figures in the bracket represents previous year's amounts

### 36.3 Details of transactions and balances with Related Parties

#### (i) Transactions during the year

₹ in lakh

Particulars	Relationship	2018-19	2017-18
<b>1 Income from operations and other income</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	450	229
Network18 Media & Investments Limited	Enterprise Exercising Control	402	53
Den Networks Limited	Fellow Subsidiary	1,140	-
Hathway Digital Private Limited	Fellow Subsidiary	1,132	-
e-Eighteen.com Limited	Fellow Subsidiary	67	2
Greycells18 Media Limited	Fellow Subsidiary	84	84
TV18 Home Shopping Network Limited	Fellow Subsidiary	-	70
Reliance Brands Limited	Fellow Subsidiary	5	-
Reliance Corporate IT Park Limited	Fellow Subsidiary	2,250	-
Football Sports Development Limited	JV of Beneficiary/ Protector of Independent Media Trust	480	-
IMG Reliance Limited	JV of Beneficiary/ Protector of Independent Media Trust	900	-
Hathway CCN Entertainment (India) Private Limited	JV of Fellow Subsidiary	3	-
Hathway CBN Multinet Private Limited	JV of Fellow Subsidiary	2	-
Hathway CCN Multinet Private Limited	JV of Fellow Subsidiary	5	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	21	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	Relationship	2018-19	2017-18
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	43	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	339	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	169	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	24	-
Vaji Communication Private Limited	Associate of Fellow Subsidiary	13	-
Vizianagar Citi Communications Private Limited	Associate of Fellow Subsidiary	10	-
Den Satellite Network Private Limited	Associate of Fellow Subsidiary	209	-
Viacom 18 Media Private Limited	Joint Venture	-	1,181
IBN Lokmat News Private Limited	Joint Venture	89	97
IndiaCast US Limited	Joint Venture	-	23
IndiaCast UK Limited	Joint Venture	-	566
IndiaCast Media Distribution Private Limited	Joint Venture	-	532
Eenadu Television Private Limited	Associate	224	67
TV18 Home Shopping Network Limited	Associate of Holding Company	145	14
Shop CJ Network Private Limited	Subsidiary of Associate of Holding Company	14	-
<b>2 Interest income</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	1,309	1,357
<b>3 Expenditure for services received</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	5	-
Network18 Media & Investments Limited	Enterprises Exercising Control	2,002	662
Reliance Retail Limited	Fellow Subsidiary	40	12
Reliance Corporate IT Park Limited	Fellow Subsidiary	101	67
Reliance Jio Infocomm Limited	Fellow Subsidiary	210	15
e-Eighteen.com Limited	Fellow Subsidiary	748	424
Colosceum Media Private Limited	Fellow Subsidiary	3,715	280
Hathway Cable and Datacom Limited (₹ 11,988)	Fellow Subsidiary	0	-
Hathway Digital Private Limited	Fellow Subsidiary	500	-
Saavan LLC	Fellow Subsidiary	22	-
Football Sports Development Limited	JV of Beneficiary/ Protector of Independent Media Trust	480	-
IMG Reliance Limited	JV of Beneficiary/ Protector of Independent Media Trust	900	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

		₹ in lakh	
Particulars	Relationship	2018-19	2017-18
GTPL Hathway Limited	Associate of Fellow Subsidiary	64	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	32	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	15	-
Viacom 18 Media Private Limited	Joint Venture	-	8
IBN Lokmat News Private Limited	Joint Venture	236	108
IndiaCast Media Distribution Private Limited	Joint Venture	-	2,537
Eenadu Television Private Limited	Associate	1,421	232
Bigtree Entertainment Private Limited	Associate of Holding Company	657	2
<b>4 Reimbursement of expenses (received)</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	-	3
Network18 Media & Investments Limited	Enterprise Exercising Control	66	292
e-Eighteen.com Limited	Fellow Subsidiary	1	801
TV18 Home Shopping Network Limited	Fellow Subsidiary	-	205
Greycells18 Media Limited	Fellow Subsidiary	42	44
Reliance Lifestyle Holdings Limited	Fellow Subsidiary	4	-
Moneycontrol Dot Com India Limited (₹ 24,000)	Fellow Subsidiary	0	-
Viacom 18 Media Private Limited	Joint Venture	-	4,569
IndiaCast Media Distribution Private Limited	Joint Venture	-	1,767
IBN Lokmat News Private Limited	Joint Venture	625	587
Eenadu Television Private Limited	Associate	-	1
TV18 Home Shopping Network Limited	Associate of Holding Company	147	28
Bigtree Entertainment Private Limited	Associate of Holding Company	434	4
<b>5 Reimbursement of expenses (paid)</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	117	-
e-Eighteen.com Limited	Fellow Subsidiary	3	-
Reliance Jio Infocomm Limited	Fellow Subsidiary	9	-
Reliance Lifestyle Holdings Limited	Fellow Subsidiary	2	-
Viacom 18 Media Private Limited	Joint Venture	-	65,271
IndiaCast Media Distribution Private Limited	Joint Venture	-	9,014
IBN Lokmat News Private Limited	Joint Venture	-	10
Eenadu Television Private Limited	Associate	566	546

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	Relationship	2018-19	2017-18
<b>6 Assets purchased</b>			
Reliance Retail Limited	Fellow Subsidiary	29	7
TV18 Home Shopping Network Limited	Fellow Subsidiary	-	36
<b>7 Loan given (For business purpose)</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	38,500	4,500
<b>8 Loan received back</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	11,016	10,042
<b>9 Payment to Key Managerial Personnel</b>			
Rahul Joshi	Managing Director	249	-
<b>(ii) Balances at the year end</b>			
<b>1 Advance</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	652	868
<b>2 Loans receivable (including interest accrued)</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	62,528	33,735
<b>3 Advance from customers</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	-	10
<b>4 Trade receivables</b>			
Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	-	534
Network18 Media & Investments Limited	Enterprises Exercising Control	102	28
Reliance Jio Messaging Services Limited	Fellow Subsidiary	1	-
Reliance Brands Limited	Fellow Subsidiary	6	-
Reliance Lifestyle Holdings Limited	Fellow Subsidiary	5	-
Reliance Corporate IT Park Limited	Fellow Subsidiary	2,655	-
e-Eighteen.com Limited	Fellow Subsidiary	22	704
Greycells18 Media Limited	Fellow Subsidiary	71	90
Den Networks Limited	Fellow Subsidiary	2,776	-
Hathway Digital Private Limited	Fellow Subsidiary	1,728	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

		₹ in lakh	
Particulars	Relationship	2018-19	2017-18
Eminent Cable Network Private Limited	Fellow Subsidiary	13	-
Football Sports Development Limited	JV of Beneficiary/ Protector of Independent Media Trust	53	-
IMG Reliance Limited	JV of Beneficiary/ Protector of Independent Media Trust	1,062	-
Hathway CCN Entertainment (India) Private Limited	JV of Fellow Subsidiary	5	-
Hathway CBN Multinet Private Limited	JV of Fellow Subsidiary	8	-
Hathway CCN Multinet Private Limited	JV of Fellow Subsidiary	5	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	32	-
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	51	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	1,119	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	200	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	29	-
Vaji Communication Private Limited	Associate of Fellow Subsidiary	16	-
Vizianagar Citi Communications Private Limited	Associate of Fellow Subsidiary	13	-
Den Satellite Network Private Limited	Associate of Fellow Subsidiary	123	-
GTPL V & S Cable Private Limited (₹ 3,169)	Associate of Fellow Subsidiary	0	-
IBN Lokmat News Private Limited	Joint Venture	131	273
Eenadu Television Private Limited	Associate	162	63
Bigtree Entertainment Private Limited	Associate of Holding Company	1,198	32
TV18 Home Shopping Network Limited	Associate of Holding Company	1,492	14
Shop CJ Network Private Limited	Subsidiary of Associate of Holding Company	16	-
<b>5 Other receivables</b>			
Den Networks Limited	Fellow Subsidiary	570	-
Hathway Digital Private Limited	Fellow Subsidiary	560	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	11	-
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	21	-
Den Satellite Network Private Limited	Associate of Fellow Subsidiary	105	-
IBN Lokmat News Private Limited	Joint Venture	30	-
Eenadu Television Private Limited	Associate	11	-
<b>6 Security deposit given</b>			
Eenadu Television Private Limited	Associate	158	158
<b>7 Trade payables</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	326	550
e-Eighteen.com Limited	Fellow Subsidiary	166	280

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	Relationship	2018-19	2017-18
Colosceum Media Private Limited	Fellow Subsidiary	1,773	-
Reliance Corporate IT Park Limited	Fellow Subsidiary	-	72
Reliance Jio Infocomm Limited	Fellow Subsidiary	10	-
Reliance Retail Limited (₹ 35,552, Previous year ₹ 33,969)	Fellow Subsidiary	0	0
Den Networks Limited	Fellow Subsidiary	991	-
Hathway Digital Private Limited	Fellow Subsidiary	974	-
Football Sports Development Limited	JV of Beneficiary/ Protector of Independent Media Trust	53	-
IMG Reliance Limited	JV of Beneficiary/ Protector of Independent Media Trust	1,035	-
GTPL Hathway Limited	Associate of Fellow Subsidiary	64	-
GTPL Kolkata Cable & Broadband Pariseva Limited	Associate of Fellow Subsidiary	32	-
GTPL V & S Cable Private Limited	Associate of Fellow Subsidiary	14	-
DL GTPL Cabnet Private Limited	Associate of Fellow Subsidiary	4	-
CCN DEN Network Private Limited	Associate of Fellow Subsidiary	35	-
DEN ADN Network Private Limited	Associate of Fellow Subsidiary	20	-
IBN Lokmat News Private Limited	Joint Venture	19	18
Eenadu Television Private Limited	Associate	295	283
Bigtree Entertainment Private Limited	Associate of Holding Company	647	-
<b>8 Provision for Non recoverable advances</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	-	868
<b>9 Collection on behalf of Principals</b>			
Eenadu Television Private Limited	Associate	454	807
<b>10 Short term receivables</b>			
Network18 Media & Investments Limited	Enterprise Exercising Control	21,726	21,726

### 36.4 Compensation of key managerial personnel

The compensation of Key Managerial Personnel during the year was as follows:

₹ in lakh

Particulars	2018-2019	2017-2018
Short-term benefits	239	-
Post employment benefits	10	-
Other long-term benefits	-	-
Share based payments	-	-
Termination benefits	-	-
<b>Total</b>	<b>249</b>	<b>-</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 37 | Contingent liabilities and commitments not provided for

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>(I) Contingent liabilities</b>		
<b>(A) Claims against the Group/ disputed liabilities not acknowledged as debts</b>		
(i) In respect of Joint Venture		
Income Tax	48	-
(ii) In respect of Others		
Income Tax	16,819	13,997
Stamp Duty	3,077	3,077
Sales/ Work Contract Tax - VAT & CST demands	589	1,019
Service Tax	4,089	4,737
Entertainment Tax	316	531
Plaintiffs in the relevant case had filed a Derivative action suit before the Bombay High Court alleging that all business opportunities undertaken by the certain companies of Network18 Group should be routed through e-Eighteen.com Limited.	3,11,406	3,11,406
Other legal claims	1,451	1,471
Future cash flows in respect of above matters are determinable only on receipt of judgements/ decisions pending at various forums/ authorities.		
<b>(B) Guarantees</b>		
Guarantees to Banks and Financial Institutions against credit facilities extended to third parties and other Guarantees		
- In respect of Others	1,944	1,944
<b>(C) Other money for which the Group is contingently liable</b>		
Liabilities under export obligation in "Export Promotion Capital Goods Scheme"	677	677
<b>(II) Commitments</b>		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
- In respect of Others	4,529	1,430
(ii) Commitment for non cancellable agreements		
- In respect of Others	3,060	2,556

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 38 | Obligation on long term, non cancellable operating lease

- The Group has taken various premises under cancellable/ non-cancellable operating lease. There are no sub leases or restrictions imposed by lease arrangements. The cancellable lease agreements are normally renewed on expiry.
- Operating lease charges amounting ₹ 9,194 lakh (Previous year ₹ 4,442 lakh) have been debited to the Consolidated Statement of Profit and Loss during the year. The details of future minimum lease payments under non-cancellable leases are as under.
- The future minimum lease payments under non-cancellable operating leases are:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	911	2,149
Later than one year but not later than five years	369	799
<b>Total</b>	<b>1,280</b>	<b>2,948</b>

- The operating leases mainly relates to office premises with lease terms of between 2 to 9 years. Most of the operating lease contract contains market review clauses for rate escalation.

## Note 39 | Capital and Financial Risk Management

### 39.1 Capital Management

The Group manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group monitors Capital using a gearing ratio. The financial covenants relating to debt have been adhered to.

The capital structure of the Group consists of debt, cash and cash equivalent and equity attributable to owners:

The net gearing ratio at end of the reporting period was as follows:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Gross debt	1,61,983	1,00,161
Less: Cash and cash equivalent	17,895	17,423
Net debt (A)	1,44,088	82,738
Equity attributable to owners of the company (B)	3,49,820	3,34,021
Net gearing ratio (A)/(B)	0.41	0.25



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### 39.2 Financial Risk Management

The Group's activities exposes it mainly to credit risk, liquidity risk and market risk. The treasury team identifies and evaluates financial risk in close coordination with the Group's business teams.

#### (a) Credit risk

Credit risk is the risk that customers or counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities which is primarily trade receivables.

Customers credit risk is managed by each business team subject to the Group's established policy, procedures and control relating to customers credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customers receivables are regularly monitored.

An impairment analysis is performed at each reporting date for major customers. Receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group evaluates the concentration of risk with respect to receivables as low.

#### (b) Liquidity Risk

Liquidity risk arises from the Group's inability to meet its cash flow commitments on the due date. The Group maintains sufficient stock of cash, marketable securities and committed credit facilities. The Group accesses local financial markets to meet its liquidity requirements. It uses a range of products to ensure efficient funding from across well-diversified markets and investor pools. Treasury monitors rolling forecasts of the Group's cash flow position and ensures that the Group is able to meet its financial obligation at all times including contingencies.

The Group's liquidity is managed by forecasting the cash and liquidity requirements. Treasury arranges to either fund the net deficit or invest the net surplus in the market.

#### (c) Market risks

##### (i) Foreign exchange exposure/ currency risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flow of an exposure will fluctuate because of changes in foreign currency rates. Exposure can arise on account of various assets and liabilities which are denominated in currencies other than functional currency.

The Group's foreign currency exposure not hedged by a derivative instrument or otherwise as at year end is as follows:

Particulars	₹ in lakh	
	As at 31st March, 2019	As at 31st March, 2018
<b>Trade and Other Payables</b>		
USD	8,524	10,136
GBP	138	294
EURO	171	239
SGD	54	41
CAD	114	638
AUD	9	2
AED	358	131

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Trade and Other Receivables</b>		
USD	14,538	15,761
GBP	3,343	3,270
EURO	133	77
SGD	192	130
CAD	159	1,222
AUD	191	57
AED	289	1,505
ZAR	16	-
NZD	4	1
IDR	16	14
MYR	14	-

### Sensitivity analysis:

1% appreciation/ depreciation of the respective foreign currencies with respect to the functional currency of the Group would result in an increase/ decrease in Group's profit before tax by ₹ 95 lakh for the year ended 31st March, 2019 and by ₹ 106 lakh for the year ended 31st March, 2018.

### (ii) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.

The Group's borrowings at the end of the financial year are as follows:

₹ in lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Borrowings</b>		
Non Current (including current maturities)	25,544	820
Current	1,36,439	99,341
<b>Total</b>	<b>1,61,983</b>	<b>1,00,161</b>

### Sensitivity analysis:

1% appreciation/ depreciation in the interest rate on floating rate borrowing included above would result in a decrease/ increase in the Group's profit before tax by ₹ 521 lakh for the year ended 31st March 2019 and by ₹ 376 lakh for the year ended 31st March 2018.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

 for the year ended 31<sup>st</sup> March, 2019

## Note 40 | Fair valuation measurement hierarchy:

₹ in lakh

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Investments*	-	-	-	-	-	-	-	-
Trade Receivables	1,22,946	-	-	-	1,21,055	-	-	-
Cash and Bank Balances	17,989	-	-	-	17,741	-	-	-
Loans	61,219	-	-	-	33,735	-	-	-
Other Financial Assets	17,271	-	-	-	10,745	-	-	-
<b>AT FVTPL</b>								
Loans	1,128	-	1,128	-	2,133	-	2,133	-
Investments	2,294	2,294	-	-	2,428	2,428	-	-
<b>AT FVTOCI</b>								
Investments	709	118	563	28	1,367	76	1,263	28
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	1,61,983	-	-	-	1,00,161	-	-	-
Trade Payables	1,71,219	-	-	-	1,48,899	-	-	-
Other Financial Liabilities	4,375	-	-	-	3,252	-	-	-

\* Excludes Investments in Associates and Joint ventures measured at cost (Refer Note 6.1)

**The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:**

Level 1: Inputs are Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly.

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### Valuation Methodology

All financial instruments are initially recognised and subsequently re-measured at fair value as described below:

- The fair value of investment in quoted Equity Shares and Mutual Funds is measured at quoted price or Net Asset Value (NAV).
- The fair value of the remaining financial instruments is determined based on information about market participants, assumptions and other data that are available including using discounted cash flow analysis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

## Note 41 | Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiaries/ associates/ joint ventures

Sr. No.	Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or loss (PAT)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated Net Assets	Amount ₹ in Lakh	As % of consolidated Profit or Loss	Amount ₹ in Lakh	As % of consolidated Other Comprehensive Income	Amount ₹ in Lakh	As % of consolidated Total Comprehensive Income	Amount ₹ in Lakh
<b>Parent</b>									
1	TV18 Broadcast Limited	78.99%	2,76,339.47	50.96%	8,504.88	97.01%	(866.33)	48.35%	7,638.55
<b>Subsidiaries</b>									
<b>Indian</b>									
1	AETN18 Media Private Limited	2.16%	7,549.06	4.48%	747.06	0.09%	(0.76)	4.72%	746.30
2	IndiaCast Media Distribution Private Limited*	0.62%	2,182.07	0.07%	11.07	(0.51%)	4.59	0.10%	15.66
3	Viacom18 Media Private Limited*	38.09%	1,33,252.12	48.54%	8,100.99	0.24%	(2.14)	51.27%	8,098.85
<b>Foreign</b>									
1	IndiaCast UK Limited*	0.20%	710.23	0.53%	88.20	0.00%	-	0.56%	88.20
2	IndiaCast US Limited*	0.11%	379.90	0.36%	60.90	0.00%	-	0.39%	60.90
3	Roptonal Limited*	9.18%	32,109.53	(0.35%)	(58.63)	0.00%	-	(0.37%)	(58.63)
4	Viacom18 Media (UK) Limited*	(0.12%)	(414.83)	0.02%	3.65	(0.91%)	8.10	0.07%	11.75
5	Viacom18 US Inc.*	(0.24%)	(846.18)	0.01%	1.05	5.65%	(50.43)	(0.31%)	(49.38)
<b>Non-controlling Interest in all subsidiaries</b>		19.92%	69,685.00	26.06%	4,350.00	2.13%	(19.00)	27.42%	4,331.00
<b>Joint Ventures</b>									
<b>Indian</b>									
1	IBN Lokmat News Private Limited	(0.31%)	(1,082.27)	1.31%	219.07	0.34%	(3.04)	1.37%	216.03
<b>Associate</b>									
<b>Indian</b>									
1	Eenadu Television Private Limited	6.48%	22,672.06	20.03%	3,343.60	0.82%	(7.36)	21.12%	3,336.23
Adjustments arising out of consolidation		(55.09%)	(1,92,716.16)	(52.02%)	(8,681.83)	(4.86%)	43.37	(54.68%)	(8,638.45)
<b>Total</b>		<b>100.00%</b>	<b>3,49,820.00</b>	<b>100.00%</b>	<b>16,690.00</b>	<b>100.00%</b>	<b>(893.00)</b>	<b>100.00%</b>	<b>15,797.00</b>

\* Accounted as Joint Venture till 28th February, 2018. Consolidated as subsidiary w.e.f. 1st March, 2018.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2019

### Note 42 | **Segment Reporting:**

The Group operates in a single reportable operating segment 'Media Operations'. Hence there are no separate reportable segments in accordance with Ind AS 108 'Operating Segments'. Since the Group's operations are primarily in India, it has determined single geographical segment.

**Note 43** Consequent to Viacom18 Media Private Limited and IndiaCast Media Distribution Private Limited becoming subsidiaries with effect from 1st March 2018, the figures for the current year are not comparable with those of the previous year.

**Note 44** The National Company Law Tribunal, Mumbai Bench, has approved the Scheme of Merger by Absorption ("the Scheme") for the merger of Company's direct/ indirect wholly owned subsidiaries, namely, Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited into the Company with appointed date being 1st April, 2016. The Scheme has become effective on 1st November, 2018.

**Note 45** The financial statements were approved for issue by the Board of Directors on 15th April, 2019.

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**

**per Pramod Kumar Bapna**

Partner

Membership No.: 105497

**Adil Zainulbhai**

Chairman

DIN 06646490

**Rahul Joshi**

Managing Director

DIN 07389787

**Dhruv Subodh Kaji**

Director

DIN 00192559

**P.M.S. Prasad**

Director

DIN 00012144

Place: Mumbai

Date: 15<sup>th</sup> April, 2019

**Jyoti Deshpande**

Director

DIN 02303283

**Ramesh Kumar Damani**

Group Chief Financial Officer

**Deepak Gupta**

Company Secretary

**FORM AOC-1**  
**[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act 2013, read with Rule 5 of Companies (Accounts) Rules, 2014]**  
**Statement containing salient features of the financial statements of subsidiaries/ associates/ joint ventures**  
**Part "A" : Subsidiaries**

Sr. No.	Name of Subsidiary Company	The date since which subsidiary was acquired	Reporting Currency	Share Capital	Other Equity	Total Assets	Total Liabilities	Total Investments	Revenue from Operations/ Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend	% of Share holding	Foreign currency in million	
																	₹ in lakh	₹ in lakh
1	AETN18 Media Private Limited	21.09.2010	INR	5,597.95	1,951.11	10,639.56	3,090.50	2,294.31	9,559.71	747.06	-	747.06	(0.76)	746.30	-	51.00%		
2	IBN Lokmat News Private Limited #	29.04.2014	INR	862.50	(1,944.77)	1,626.51	2,708.78	955.10	1,468.21	219.07	-	219.07	(3.04)	216.03	-	50.00%		
3	IndiaCast Media Distribution Private Limited	29.04.2014	INR	45.60	2,136.47	28,653.76	26,471.69	103.12	29,796.71	169.93	158.86	11.07	4.59	15.66	-	75.50%		
4	IndiaCast UK Limited	29.04.2014	INR	54.32	655.91	3,916.01	3,205.78	-	12,848.75	137.14	48.94	88.20	-	88.20	-	75.50%		
			GBP	0.06	0.72	4.32	3.54	-	14.19	0.15	0.05	0.10	-	0.10	-	-		
5	IndiaCast US Limited	29.04.2014	INR	69.16	310.74	2,539.38	2,159.48	-	9,842.89	81.59	20.69	60.90	-	60.90	-	75.50%		
			USD	0.10	0.45	3.67	3.12	-	14.23	0.12	0.03	0.09	-	0.09	-	-		
6	Roptonal Limited	29.04.2014	INR	5.39	32,104.14	32,140.00	30.47	-	-	(58.63)	-	(58.63)	-	(58.63)	-	51.00%		
			GBP	0.01	35.46	35.50	0.03	-	-	(0.06)	-	(0.06)	-	(0.06)	-	-		
7	Viacom18 Media (UK) Limited	29.04.2014	INR	2.67	(417.50)	320.33	735.16	-	-	3.65	-	3.65	8.10	11.75	-	51.00%		
			GBP	0.00	(0.46)	0.35	0.81	-	-	0.00	-	0.00	-	0.00	-	-		
8	Viacom18 Media Private Limited	29.04.2014	INR	11,373.02	1,21,879.10	3,85,073.92	2,51,821.80	32,595.16	3,66,487.75	9,296.21	1,195.22	8,100.99	(2.14)	8,098.85	-	51.00%		
9	Viacom18 US Inc	29.04.2014	INR	0.00	(846.18)	147.31	993.49	-	-	1.05	-	1.05	(50.43)	(49.38)	-	51.00%		
			USD	0.00	(1.22)	0.21	1.44	-	-	0.00	-	0.00	-	0.00	-	-		

# Considered 50%

As on 31.03.2019 : 1US\$ = ₹ 69.16, 1GBP = ₹ 90.53

**Names of the Subsidiaries which have been amalgamated/ merged during the year pursuant to the scheme of Merger by Absorption:**

Sr. No.	Name of the Company
1	Equator Trading Enterprise Private Limited
2	ibn18( Mauritius) Limited
3	Panorama Television Private Limited
4	RVT Media Private Limited

**Part "B" : Associates and Joint Ventures  
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

₹ in lakh

Sr. No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/ Joint Ventures held by the company on the year end	No.	Amount of Investment in Associates/ Joint Venture	Extent of Holding %	Net-worth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	Reason why the associate/ joint venture is not consolidated
								Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant influence

Associate										
1	Eenadu Television Private Limited	31.03.2019	22.01.2014	60,94,190		23,299,00	24.50%	22,672,06	3,343.60	Note-A

Note A - There is significant influence due to percentage(%) of voting power.

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

<b>Adil Zainulbhai</b> Chairman DIN 06646490	<b>Rahul Joshi</b> Managing Director DIN 07389787	<b>Dhruv Subodh Kaji</b> Director DIN 00192559	<b>P.M.S. Prasad</b> Director DIN 00012144
<b>Jyoti Deshpande</b> Director DIN 02303283	<b>Ramesh Kumar Damani</b> Group Chief Financial Officer	<b>Deepak Gupta</b> Company Secretary	

Place: Mumbai

Date: 15<sup>th</sup> April, 2019

## NOTICE

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of **TV18 Broadcast Limited** ("the Company") will be held on Wednesday, September 11, 2019 at 10:30 a.m. (IST) at Y.B.Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalya Gymkhana, Nariman Point, Mumbai-400 021, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon;

and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation as a Director at this Annual General Meeting, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

### SPECIAL BUSINESS:

3. To appoint Mr. Rahul Joshi (DIN: 07389787) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rahul Joshi (DIN: 07389787), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Mr. Rahul Joshi (DIN: 07389787) as Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Rahul Joshi (DIN: 07389787) as Managing Director of the Company, for a period of 3 (Three) years with effect from October 15, 2018, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rahul Joshi, subject to the same not exceeding the limits specified under the Act or any statutory modification(s) or re-enactment(s) thereof;



**RESOLVED FURTHER THAT** in case of inadequacy of profit or no profit in any financial year, the Company shall pay remuneration to Managing Director within the limits set out under Section II of Part II of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Ms. Renuka Ramnath (DIN: 00147182) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Renuka Ramnath (DIN: 00147182), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term up to July 15, 2024;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Mr. Adil Zainulbhai (DIN: 06646490) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Adil Zainulbhai (DIN: 06646490), who was appointed as an Independent Director and who holds office as an Independent Director up to May 14, 2020, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upon expiry of his current term on May 14, 2020, i.e., up to May 14, 2025.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,50,000/- (Rupees Two Lacs and Fifty Thousand only), excluding reimbursement of out of pocket expenses and applicable taxes, if any, thereon, as approved by the Board of Directors of the Company to be paid to M/s Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.”

**By Order of the Board of Directors  
For TV18 Broadcast Limited**

Date: July 16, 2019  
Place: Mumbai

**Deepak Gupta**  
Company Secretary

**Registered Office:**

Empire Complex, First Floor,  
414 – Senapati Bapat Marg, Lower Parel,  
Mumbai, Maharashtra, 400013  
T +91 22 6666 7777 / 4001 9000  
CIN: L74300MH2005PLC281753  
Website: www.nw18.com  
Email id: investors.tv18@nw18.com

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**

**A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**

**A BLANK PROXY FORM IS ENCLOSED HERewith AND IF INTENDED TO BE USED, THE FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

2. Corporate members intending to send their authorised representative(s) to attend the 14<sup>th</sup> Annual General Meeting ("Meeting") are requested to send to the Company a certified true copy of the relevant Board Resolution / other valid authorisation together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution /authorization to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. P.M.S. Prasad, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. Details of Mr. P.M.S. Prasad as required to be disclosed under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

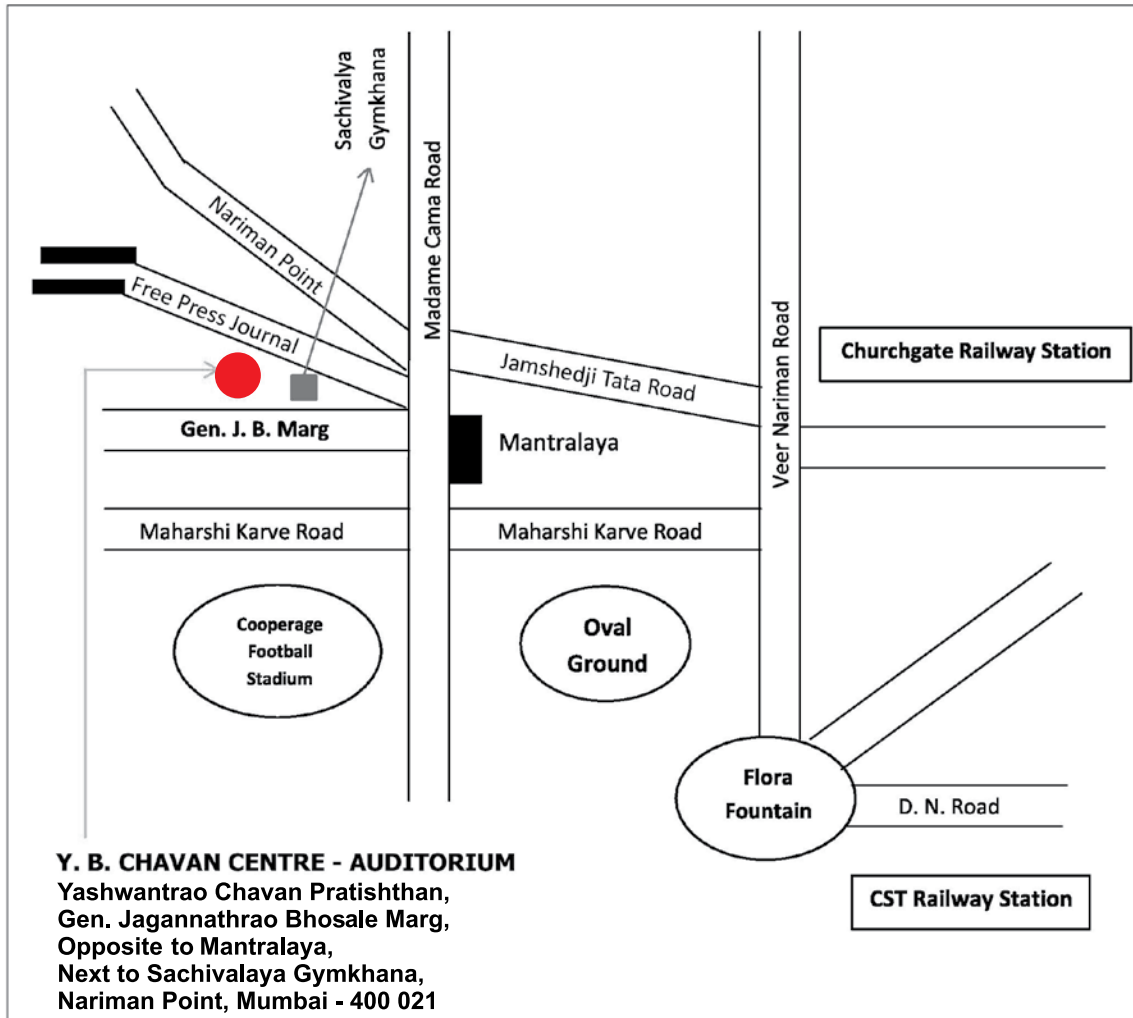
Further, Mr. P.M.S. Prasad is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. P.M.S. Prasad may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in e-voting communications. Once the vote on a resolution is cast by member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
6. Members / Proxies /Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice shall remain open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. Copies of such documents shall also be made available for inspection by members at the Meeting.
9. The Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic) is Karvy Fintech Private Limited ("Karvy") having its office at Karvy Selenium Tower B, 6<sup>th</sup> Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit: TV18 Broadcast Limited).

10. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 24, 2018 (date of last Annual General Meeting) on the website of the Company ([www.nw18.com](http://www.nw18.com)) and the same can be accessed through link: <http://nw18.com/notice#NOTICES>. The said details have also been uploaded on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)
11. Members holding shares in electronic mode are:
  - (a) requested to submit their Permanent Account Number ("PAN") and bank account details to their respective DPs with whom they are maintaining their demat accounts, as mandated by Securities and Exchange Board of India ("SEBI").
  - (b) advised to contact their respective DPs for registering nomination.
  - (c) **requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
12. Members holding shares in physical mode are:
  - (a) required to submit their PAN and bank account details to the Company/ Karvy, if not registered with the Company, as mandated by the SEBI
  - (b) advised to register nomination in respect of the shareholding in the Company and are requested to write to Karvy.
  - (c) **requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.**
13. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
14. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/ Karvy has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation
15. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. **To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.**
17. Attendance Slip, Proxy Form and the route map of the venue of the Meeting is annexed hereto. **The prominent landmark for the venue of the Meeting is Sachivalaya Gymkhana and Mantralaya.** The venue is near to these landmarks.

**ROUTE MAP OF THE VENUE**



**Landmark**

- 1) Sachivalaya Gymkhana
- 2) Mantralaya

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”)**

**The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:**

**Item No. 3 & 4**

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on October 15, 2018, has appointed Mr. Rahul Joshi (DIN: 07389787) as an Additional Director on the Board of the Company. The Board of Directors at the same meeting has, subject to approval of members, appointed Mr. Rahul Joshi as Managing Director for a period of 3 (Three) years w.e.f. October 15, 2018, on the terms and conditions including remuneration as recommended by NRC of the Board.

It is proposed to seek approval of members in terms of applicable provisions of the Companies Act, 2013 (“the Act”), for (a) appointment of Mr. Rahul Joshi as Director of the Company as per the resolution proposed at Item No. 3 and (b) appointment of and remuneration payable to Mr. Rahul Joshi as Managing Director of the Company as per resolution proposed at Item No. 4 of the Notice.

Broad particulars of the terms of appointment of, and remuneration payable to, Mr. Rahul Joshi as Managing Director, are stated as under

**a. Salary, Perquisites and Allowances per annum:**

Particulars	Amount (₹ in crore)
Salary	6.14
Perquisites and Allowances	0.86

**b.** The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. He is also entitled to medical reimbursement as per the policy of the Company for senior managerial executives.

**c.** The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

**d.** Any increment in salary, perquisites, allowances and remuneration by way of incentive / bonus / performance linked incentive payable to Mr. Rahul Joshi, as may be determined by the Board and / or the Nomination and

Remuneration Committee of the Board of Directors of the Company, shall be in addition to remuneration under (a) above and such increase shall be in accordance with the conditions and limits specified in the Act and Schedule V to the Act, as may be applicable.

**e.** It is clarified that employees stock options, if any, granted to Mr. Rahul Joshi, as per the extant Scheme of the Company in future, shall not be considered as part of perquisites under (a) above and the perquisite value of stock options exercised shall be in addition to remuneration under (a) above.

**f. Reimbursement of Expenses:**

Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company’s business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

**g. General:**

(i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall authority of the Board of Directors.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) Since Mr. Rahul Joshi is also the Managing Director of Network8 Media & Investments Limited, the holding Company of the Company, he can be paid remuneration set out above either from the Company or from the holding Company or from both, provided that the total remuneration drawn from both the companies shall not exceed the remuneration set out as above.

(iv) The Managing Director shall adhere to the Company’s Code of Conduct.

(v) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months’ prior notice in writing.

In case of inadequacy of profit or no profit in any financial year, the overall remuneration payable to the Managing Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed the limits of yearly remuneration specified in Section II of Part II of Schedule V to the Act, as amended.

Below are the disclosures as required inter alia under Schedule V to the Act and Secretarial Standards:

**(1) Information about the Company:**

(a) Nature of Industry

TV18 Broadcast Limited is one of India's largest integrated news and entertainment network. It is in the business of broadcasting of general news, regional news and business news.

(b) Date of Commencement of Commercial Production –  
The Company started its operations in the year 2005

(c) Financial Performance –

Financial Performance of the Company as on March 31, 2019 was as below:

- Revenue from Operations: ₹1,079.21 crore
- Profit before interest, depreciation and tax: ₹ 106.61 crore
- Profit for the year: ₹ 12.04 crore

(d) Foreign Investments or Collaboration

The Company has no foreign collaboration. However, the Company has licensing agreements with foreign parties for use of brands and sharing of news content and also Company has foreign joint venture partners in respect of its entertainment and infotainment subsidiaries.

The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). As on March 31, 2019, total foreign shareholding in the Company was 14.15% of the total capital of the Company.

**(2) Information about the Appointee:**

Mr. Rahul Joshi, aged 49 years, has done his Masters in Management Studies from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai University. Mr. Rahul Joshi is associated with Network18 Group since September, 2015. Prior to joining Network18 Group, Mr. Joshi worked as the editorial director of The Economic Times, Asia's largest selling financial daily. Mr. Joshi has also worked with The

Indian Express in the past. Mr. Joshi spent more than two decades with Economic Times and rose through its ranks to quickly become one of India's youngest editors. He oversaw the paper's transformation from a narrow business and economic newspaper to a robust policy and political daily anchored in economics, business and entrepreneurship. During this time, he also launched the newspaper's sister channel ETNOW in 2009 and helped shape the digital coverage of ET online. Mr. Rahul Joshi is also Managing Director of Network18 Media & Investments Limited, holding company. Details w.r.t. his other directorships, committee positions, etc. have been disclosed in "Annexure" to the Notice.

Considering his expertise in Media sector and significant improvement in the operations of the Company under his leadership, the Board of Directors are of view that Mr. Rahul Joshi is suitable for the position of Managing Director of the Company and has accordingly recommended his appointment and remuneration as set out in this Notice for approval of the members. The remuneration proposed to Mr. Rahul Joshi as Managing Director is as per industry standards considering the nature of business and his profile, experience and exposure.

Mr. Rahul Joshi is / has not been related to any of the directors or promoters of the Company, its parents or any of its subsidiaries. Further, he does not have any interest, directly or indirectly, in the capital of the Company, its parents or subsidiary companies. Apart from receiving remuneration, Mr. Rahul Joshi has no pecuniary relationship, directly or indirectly, with the Company.

**(3) Other relevant Information:**

**a. Reason for loss or inadequate profits**

The Company is engaged in broadcasting of general, regional and business news. Through its subsidiary, the Company has presence in general entertainment space, film production and distribution and content asset monetisation. The new regional channels launched by the Company and other operational initiatives are in gestation phase and will improve performance of the Company in near future.

**b. Steps taken or proposed to be taken for improvement**

The Company has rebranded its regional channels and is taking various initiatives to improve its market share and viewership of its channels. Viewership share of regional channel portfolio has been showing

increasing trend and Company believes that the raised stature of portfolio as well as other operational excellence and technological upgradation initiatives being undertaken by the Company will allow for improved monetisation in future.

**c. Expected increase in productivity and profit**

Technological upgradation, launch of new channels and various other operational excellence initiatives will improve market share and viewership of channels of the Company which will increase the subscription income, advertisement revenue and increase operational efficiency. This will result in increased revenue and better profit realisation.

Mr. Rahul Joshi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Further, he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as Director and Managing Director of the Company. The Company has received notice in writing from member(s) under Section 160 of the Act proposing the candidature of Mr. Rahul Joshi for the office of Director of the Company.

The above may be treated as written Memorandum setting out the terms of appointment of Mr. Rahul Joshi under Section 190 of the Act.

Details of Mr. Rahul Joshi are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Rahul Joshi is interested in the resolutions set out at Item No. 3 and 4 of the Notice. The relatives of Mr. Rahul Joshi may be deemed to be interested in the resolutions set out at Item No. 3 and 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the Ordinary Resolution set out at Item no. 3 and Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, appointed Ms. Renuka Ramnath (DIN: 00147182) as an Additional Director (Independent) on the Board of the Company for a term of 5 (five) consecutive years w.e.f. July 16, 2019. She holds the office as an Additional Director up to the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of the members of the Company.

Ms. Renuka Ramnath is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notice in writing from member(s) under Section 160 of the Act proposing the candidature of Ms. Renuka Ramnath for the office of Director of the Company.

Further, the Company has received a declaration from Ms. Renuka Ramnath that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Renuka Ramnath fulfills the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations. Ms. Renuka Ramnath is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Ms. Renuka Ramnath are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Ms. Renuka Ramnath is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Ms. Renuka Ramnath may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **Item No. 6**

Mr. Adil Zainulbhai (DIN: 06646490) was appointed as an Independent Director of the Company to hold office up to May 14, 2020 ("first term").

The Nomination and Remuneration Committee ("NRC") of the Board of Directors, on the basis of report of performance evaluation, has recommended re-appointment of Mr. Adil Zainulbhai as an Independent Directors for a second term of 5 (five) consecutive years, on the Board of the Company.

Mr. Adil Zainulbhai is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as Director. Further, the Company has received declarations from Mr. Adil Zainulbhai that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Adil Zainulbhai fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Adil Zainulbhai is independent of the management.

The Board, based on performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Adil Zainulbhai would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Adil Zainulbhai as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. May 15, 2020, on the Board of the Company.

Details of Mr. Adil Zainulbhai are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter of appointment of Mr. Adil Zainulbhai as Independent Director setting out the terms and conditions of appointment is available for inspection by members at the registered office of the Company.

Mr. Adil Zainulbhai is interested in the resolution set out at Item No. 6 of the Notice with regard to his re-appointment. The relatives of Mr. Adil Zainulbhai may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This Statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Pramod Chauhan & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 as set out in the resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

**By Order of the Board of Directors  
For TV18 Broadcast Limited**

Date: July 16, 2019  
Place: Mumbai

**Deepak Gupta**  
Company Secretary

#### **Registered Office:**

Empire Complex, First Floor,  
414 – Senapati Bapat Marg, Lower Parel,  
Mumbai, Maharashtra, 400013  
T +91 22 6666 7777 / 4001 9000  
CIN: L74300MH2005PLC281753  
Website: www.nw18.com  
Email id: investors.tv18@nw18.com



## ANNEXURE TO THE NOTICE DATED JULY 16, 2019

### Details of Directors Retiring By Rotation/Seeking Appointment/Re-Appointment at the Meeting

#### Mr. P.M.S. Prasad

Age	67 Years
Qualifications	<ul style="list-style-type: none"> <li>• Bachelor's degree in Science from Osmania University</li> <li>• Engineering from Anna University.</li> </ul>
Experience (including expertise in specific functional area)/ Brief Resume	Vast experience in strategic planning and project steering. Please visit Company's website <a href="http://www.nw18.com">www.nw18.com</a> for detailed profile.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. P.M.S. Prasad who was appointed as Non-Executive Director of the Company on July 18, 2017, is being proposed to be re-appointed as Director of the Company, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 7 lakh paid as Sitting fees for attending the Board/Committee meetings held during the financial year 2018-19.
Remuneration proposed to be paid	He is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof. Currently the Company is not paying any commission to Directors. Payment of profit related commission, if any, shall be subject to provisions of the Act and in accordance with the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees.
Date of first appointment on the Board	July 18, 2017
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of Board attended during the financial year (2018-19)	2
Directorships of other Boards as on March 31, 2019	Reliance Industries Limited Network18 Media & Investments Limited Reliance Commercial Dealers Limited Viacom18 Media Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<b>Reliance Industries Limited</b> Health, Safety & Environment Committee – Member Risk Management Committee - Member <b>Network18 Media &amp; Investments Limited</b> Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee - Member Stakeholders' Relationship Committee – Member Risk Management Committee – Member <b>Reliance Commercial Dealers Limited</b> Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member <b>Viacom 18 Media Private Limited</b> Corporate Social Responsibility Committee – Member

**Mr. Rahul Joshi**

Age	49 Years
Qualifications	Masters degree in Management Studies from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai University.
Experience (including expertise in specific functional area)/ Brief Resume	Vast experience in Media Industry. Please visit Company's website www.nw18.com for detailed profile.
Terms and Conditions of Appointment	As per resolutions at Item No. 3 and 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Rahul Joshi is proposed to be appointed as an Executive Director and Managing Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 551 lakh p.a.
Remuneration proposed to be paid	As per the resolutions at Item Nos. 3 & 4 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment on the Board	October 15, 2018
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of Board attended during the financial year (2018-19)	3
Directorships of other Boards as on March 31, 2019	Network18 Media & Investments Limited Viacom18 Media Private Limited AETN18 Media Private Limited IndiaCast Media Distribution Private Limited News Broadcasters Association (Section 8)
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<b>Network18 Media &amp; Investments Limited</b> Risk Management Committee - Member <b>AETN18 Media Private Limited</b> Nomination and Remuneration Committee - Member <b>Viacom18 Media Private Limited</b> Audit Committee – Chairman

**Ms. Renuka Ramnath**

Age	58 Years
Qualifications	<ul style="list-style-type: none"> <li>Graduate degree in textile engineering from V.J. Technological Institute (VJTI), University of Mumbai</li> <li>Post graduate degree in management studies from University of Mumbai.</li> <li>Advanced Management Program from the Graduate School of Business Administration, Harvard University</li> </ul>
Experience (including expertise in specific functional area)/ Brief Resume	Vast experience in investment banking, structured finance and e-commerce. Please visit Company's website www.nw18.com for detailed profile.
Terms and Conditions of Appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Ms. Renuka Ramnath is proposed to be appointed as an Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	Not Applicable

**Ms. Renuka Ramnath**

Remuneration proposed to be paid	She is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof. Currently, the Company is not paying any commission to Directors. Payment of profit related commission, if any, shall be subject to provisions of the Act and in accordance with the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees.
Date of first appointment on the Board	July 16, 2019
Shareholding in the Company as on July 16, 2019, being the date of her appointment	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of Board attended during the financial year (2018-19)	Not Applicable
Directorships of other Boards as on July 16, 2019, being the date of her appointment	Tata Communication Limited Ultratech Cement Limited L&T Technology Services Limited Arvind Limited PVR Limited Network18 Media & Investments Limited Indian Energy Exchange Limited Multiples Equity Fund Trustee Private Limited Multiples Alternate Asset Management Private Limited Multiples Arc Private Limited Peoplestrong HR Services Private Limited Vastu Housing Finance Corporation Limited Encube Ethicals Private Limited Shri Nath G Corporate Management Services Private Limited Institutional Investor Advisory Services India Limited Vikram Hospital (Bengaluru) Private Limited
Membership/Chairmanship of Committees of other Boards as on July 16, 2019, being the date of her appointment	<b>L&amp;T Technology Services Limited</b> Stakeholders Relationship Committee - Chairperson Audit Committee - Member <b>Tata Communications Limited</b> Audit Committee - Chairperson Nomination and Remuneration Committee - Member <b>Ultratech Cement Limited</b> Audit Committee - Member <b>Arvind Limited</b> Nomination and Remuneration Committee - Member <b>PVR Limited</b> Nomination and Remuneration Committee - Member <b>Indian Energy Exchange Limited</b> Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member

**Mr. Adil Zainulbhai**

Age	65 Years
Qualifications	<ul style="list-style-type: none"> <li>Mechanical engineering degree from IIT</li> <li>MBA from Harvard.</li> </ul>
Experience (including expertise in specific functional area)/ Brief Resume	Vast experience in Strategy Development, Risk Management and Governance. Please visit Company's website www.nw18.com for detailed profile.
Terms and Conditions of Re-appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Adil Zainulbhai is proposed to be re-appointed as an Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 15 lakh paid as Sitting fees for attending the Board/Committee meetings held during the year.
Remuneration proposed to be paid	He is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof. Currently, the Company is not paying any commission to Directors. Payment of profit related commission, if any, shall be subject to provisions of the Act and in accordance with the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees.
Date of first appointment on the Board	May 15, 2015
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of Board attended during the financial year (2018-19)	5
Directorships of other Boards as on March 31, 2019	<p>Reliance Industries Limited</p> <p>Cipla Limited</p> <p>Network18 Media &amp; Investments Limited</p> <p>Larsen and Toubro Limited</p> <p>Reliance Retail Ventures Limited</p> <p>Reliance Jio Infocomm Limited</p> <p>IndiaCast Media Distribution Private Limited</p> <p>Viacom18 Media Private Limited</p> <p>Piramal Foundation (Section 8)</p>
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<p><b>Reliance Industries Limited</b></p> <p>Audit Committee – Member</p> <p>Human Resources Nomination and Remuneration Committee - Chairman</p> <p>Risk Management Committee - Chairman</p> <p><b>Cipla Limited</b></p> <p>Corporate Social Responsibility Committee -Member</p> <p>Nomination and Remuneration Committee - Chairman</p> <p>Audit Committee - Member</p> <p><b>Network18 Media &amp; Investments Limited</b></p> <p>Audit Committee - Chairman</p> <p>Nomination and Remuneration Committee - Member</p> <p>Stakeholders' Relationship Committee – Chairman</p> <p>Corporate Social Responsibility Committee –Chairman</p> <p>Risk Management Committee - Chairman</p>

**Mr. Adil Zainulbhai**

Membership/Chairmanship of Committees of other Boards as on March 31, 2019

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**Larsen & Toubro Limited**

Nomination and Remuneration Committee - Member

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**Reliance Retail Ventures Limited**

Audit Committee – Chairman

Corporate Social Responsibility Committee –Chairman

Nomination and Remuneration Committee - Member

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**Reliance Jio Infocomm Limited**

Audit Committee – Chairman

Corporate Social Responsibility Committee –Chairman

Nomination and Remuneration Committee - Member

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**Viacom18 Media Private Limited**

Corporate Social Responsibility Committee –Chairman

Audit Committee – Member

Nomination and Remuneration Committee - Member

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**IndiaCast Media Distribution Private Limited**

Audit Committee – Member

Nomination and Remuneration Committee - Member

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# ATTENDANCE SLIP

## TV18 BROADCAST LIMITED

CIN – L74300MH2005PLC281753

Registered Office: First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Tel: +91 22 6666 7777/4001 9000 Email: investors.tv18@nw18.com

Website: www.nw18.com

Name of the sole / first named member: \_\_\_\_\_

Address of the sole / first named member: \_\_\_\_\_

Registered Folio No.: \_\_\_\_\_

DP ID No./Client ID No.\*: \_\_\_\_\_

Number of shares held: \_\_\_\_\_

I hereby record my presence at the **14<sup>th</sup> Annual General Meeting** of the Members of the Company held on Wednesday, September 11, 2019 at 10:30 a.m. (IST) at Y. B. Chavan Centre-Auditorium, Yashwantrao Chavan Partishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021.

Signature of Member/Proxy present: \_\_\_\_\_

**Note:** Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

\*Applicable for investors holding shares in electronic form.



## TV18 BROADCAST LIMITED

CIN – L74300MH2005PLC281753

Registered Office: First Floor, Empire Complex, 414-Senapati Bapat Marg,  
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Website: www.nw18.com

## PROXY FORM

[Form No. MGT-11, pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./ Client ID\*: \_\_\_\_\_

DP ID\*: \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

I/We, \_\_\_\_\_ being the member(s) of \_\_\_\_\_ Equity Shares of TV18 Broadcast Limited, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **14<sup>th</sup> Annual General Meeting** of the members of the Company to be held on Wednesday, September 11, 2019 at 10:30 a.m. (IST) at Y. B. Chavan Centre-Auditorium, Yashwantrao Chavan Partishthan, Gen. Jagannathro Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Voting	
		For	Against
1.	Consideration and adoption of :		
	a) Audited Financial Statement for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon		
	b) Audited Consolidated Financial Statement for the financial year ended March 31, 2019 and the Report of the Auditors thereon		
2.	Appointment of Mr. P.M.S. Prasad as Director, retiring by rotation		
3.	Appointment of Mr. Rahul Joshi as a Director, liable to retire by rotation		
4.	Appointment of Mr. Rahul Joshi as Managing Director		
5.	Appointment of Ms. Renuka Ramnath as an Independent Director		
6.	Re-Appointment of Mr. Adil Zainulbhai as an Independent Director		
7.	Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2020		

\*\*This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder(s): 1.) \_\_\_\_\_ 2.) \_\_\_\_\_ 3.) \_\_\_\_\_



**Notes:**

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
- (2) **A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the meeting.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- (6) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- (7) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- (8) Undated proxy form will not be considered valid.
- (9) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.



TV18 Broadcast Limited

CIN: L74300MH2005PLC281753

Regd. Office: First Floor, Empire Complex,  
414 - Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013



**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

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

To,

The Members,  
**Viacom 18 Media Private Limited,**  
Zion Bizworld, Subhash Road - A,  
Vile Parle (East), Mumbai – 400 057  
Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Viacom 18 Media Private Limited** (hereinafter called “**the Company**”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2019, according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as may be applicable;
- (iv) Policy Guidelines for Uplinking of Television Channels from India and the Policy Guidelines for Downlinking of Television Channels dated 5<sup>th</sup> December, 2011, to the extent applicable to the Company;
- (v) The Cable Television Networks [Regulation] Act, 1995;
- (vi) The Telecom Regulatory Authority of India Act, 1997 & Telecommunication [Broadcasting and Cable Services] Interconnection [Digital Addressable Cable Television Systems] Regulations, 2012; and
- (vii) The Indian Wireless Telegraphy Act, 1933.

We have verified systems and mechanism which is in place and followed by the Company to ensure compliance of these specifically applicable Laws (as mentioned in point iv above and applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for its compliances.

We have also examined the compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs, Government of India, from time to time.

Based on the above said information provided by the Company, we further report that the Company has complied with the provisions of the Companies Act, 2013, rules, regulations, guidelines, secretarial standards mentioned above as on March 31, 2019 and we have no material observations or instances of non-compliance in respect of the same.

**We further report that:**

The Board of Directors of the Company is constituted with Executive, Non-Executive and Independent Director. Further, the Company (being a "joint venture" in terms of the Shareholders' Agreement) is eligible to the exemption granted to a "joint venture" company from appointment of Independent directors vide Ministry of Corporate Affairs ("MCA") Notification dated July 5, 2017 read with subsequent notification dated July 13, 2017. However, voluntarily, as a part of Good Corporate Governance the Company has appointed Independent Director on its Board during the year under review. Various changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

We also report that adequate notice/s were given to all directors to schedule the Board Meetings and Agenda and detailed notes on agenda were sent to the Directors at least seven days in advance unless consented by Directors to conduct meeting with short notice. There exist a system for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board and/or committee meeting are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors and committees of the Board, as the case may be.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism formed by the Company for compliances of other acts, laws and regulations applicable to the Company:

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

**We further report that** during the year under report, except the amendment in the Articles of Association of the Company, the Company has no major event / action having a major bearing on the Company's statutory compliance and affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date:- April 5, 2019

Signature:-

Place:- Mumbai

**Name:- Hetal Shah, Partner**  
**For:- Nilesh Shah & Associates**  
**FCS : 8063**  
**C.P. : 8964**

Note This Report has to be read with "Annexure - A"

**'ANNEXURE A'**

To,

The Members,  
**Viacom 18 Media Private Limited,**  
Zion Bizworld, Subhash Road - A,  
Vile Parle (East),  
Mumbai - 400057  
Maharashtra, India

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis (by verifying records made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules and regulations and occurrence of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date:- April 5, 2019

Signature:-

Place:- Mumbai

Name:- **Hetal Shah, Partner**  
For:- **Nilesh Shah & Associates**  
**FCS : 8063**  
**C.P. : 8964**



## TV18 Broadcast Limited

(CIN –L74300MH2005PLC281753)

**Registered office:** First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

**Tel.:** +91 22 4001 9000/ 6666 7777

**Website:** [www.nw18.com](http://www.nw18.com) **E-mail:** [investors.tv18@nw18.com](mailto:investors.tv18@nw18.com)

Dear Member,

**Sub: Voting through electronic means on resolutions proposed to be passed at 14<sup>th</sup> Annual General Meeting of the Members of TV18 Broadcast Limited**

Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), TV18 Broadcast Limited (“**the Company**”) is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed at the 14<sup>th</sup> Annual General Meeting of the Members of the Company, scheduled to be held on **Wednesday, September 11, 2019 at 10:30 a.m. (IST)** at Y. B. Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite of Mantralaya, next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021 (“**Meeting**”) by electronic means (“**e-voting**”). The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“**remote e-voting**”).

Further, the facility for voting through electronic voting system will be made available at the Meeting (“**Insta Poll**”) and members attending the Meeting **who have not cast** their vote(s) by remote e-voting will be able to vote at the Meeting through ‘Insta Poll’.

The Company has engaged the services of Karvy Fintech Private Limited (“**Karvy**”) as the Agency to provide e-voting facility.

The remote e-voting particulars are set out below:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : **From 9:00 a.m. (IST) on Saturday, September 7, 2019**

End of remote e-voting : **At 5:00 p.m. (IST) on Tuesday, September 10, 2019**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Karvy upon expiry of aforesaid period.

**Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e. Wednesday, September 4, 2019.**

The Board of Directors of the Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary or failing him Mr. Venkataraman K., a Practicing Company Secretary as Scrutinizer to scrutinize Insta Poll and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

This Communication forms an integral part of the Notice dated July 16, 2019 convening the Meeting which is attached herewith as a part of Annual Report 2018-19 of the Company. The said Notice and this Communication are available on the website of the Company: [www.nw18.com](http://www.nw18.com).

**Please read the instructions related to e-voting printed overleaf carefully before exercising the vote.**

Yours faithfully,

For **TV18 Broadcast Limited**

Date : July 16, 2019

Place : Mumbai

**Deepak Gupta**

Company Secretary

**Instructions and other information relating to e-voting / remote e-voting are as under:**

1. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
2. A member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a member cast vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
3. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, September 4, 2019 only shall be entitled to avail the facility of remote e-voting/ Insta Poll. A Person who is not a member as on the cut-off date, should treat this Notice for information purpose only.**
4. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **Wednesday, September 4, 2019**, may obtain the User ID and password from Karvy in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD**<space>E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**  
Example for NSDL: MYEPWD<SPACE>IN12345612345678  
Example for CDSL: MYEPWD<SPACE>1402345612345678  
Example for Physical: MYEPWD<SPACE>XXXX1234567890
  - b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call on Karvy's toll free number 1800 3454 001 (from 9:00 a.m. to 6:00 p.m.)(IST)  
Member may send an e-mail request to [evoting.tv18@karvy.com](mailto:evoting.tv18@karvy.com). If the member is already registered with Karvy's e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e-voting.
5. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
6. **Information and instructions for remote e-voting:**
  - A. In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:
    - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
    - b. Enter the login credentials (i.e. **User ID and password**) provided to you. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 (from 9:00 a.m. to 6:00 p.m.)(IST) for your existing password.
    - c. After entering these details appropriately, click on "LOGIN".
    - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
    - e. You need to login again with the new credentials.
    - f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for TV18 Broadcast Limited.
    - g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR"/ "AGAINST" or alternatively, you may partially enter any number under "FOR"/ "AGAINST" but the total number under "FOR"/ "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and vote will not be counted under either head.
    - h. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
    - i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as "ABSTAINED".
    - j. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
    - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.
    - l. Once you confirm, you will not be allowed to modify your vote.
    - m. Corporate/ Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [tv18.agmscrutinizer@nw18.com](mailto:tv18.agmscrutinizer@nw18.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They are also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned documents shall be "Corporate Name\_EVENT NO."
  - (B) In case a member receives physical copy of the Notice by Post/courier** [for members whose e-mail addresses are not registered with the Company/ Depository Participant(s)]:
    - a. User ID and initial password is given in this communication
    - b. Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.
7. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
8. **During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolution(s).**
9. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
10. **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting , i.e. Wednesday, September 11, 2019.**
11. In case of any query pertaining to e-voting, members may refer to the "Help" & "FAQs" sections/ E-voting user manual available through a dropdown menu at the "Download" section of Karvy's website for e-voting: <https://evoting.karvy.com> or contact Karvy as per the details given under point No. 12.
12. **The members are requested to note the following contact details for addressing e-voting grievances:**

Mr. S P Venugopal, General Manager  
Karvy Fintech Private Limited  
Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032  
Phone No: +91 40 6716 1700  
Toll free No: 1800 345 4001  
email: [evoting.tv18@karvy.com](mailto:evoting.tv18@karvy.com)
13. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within 48 hours of the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report will be placed on the website of the Company: [www.nw18.com](http://www.nw18.com) and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.