

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NDTV LIFESTYLE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **NDTV Lifestyle Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the 'financial statements').

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control

relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, its loss and its cash flows for the year ended on that date.

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 enclose in the Annexure A, statement on the matters specified in paragraph 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations as at 31 March 2017 which would impact its financial position;
 - ii. the Company has long-term contracts as at 31 March 2017 for which there were no material foreseeable losses. The Company has no outstanding derivative contracts as at 31 March 2017;
 - iii. the Company does not have any dues on account of Investor Education and Protection Fund; and
 - iv. the Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the management. Refer Note 35 to the financial statements.

For B S R & Associates LLP
Chartered Accountants
Firm registration number: 116231W/ W-100024

Place: Gurgaon
Date: 12 May 2017

Rakesh Dewan
Partner
Membership number: 092212

Annexure A referred to in our Independent Auditor's Report to the members of NDTV Lifestyle Limited on the financial statements for the year ended 31 March 2017.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year. As informed to us, the discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us, the Company does not hold any immovable property in its name. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) According to information and explanations given to us, the Company does not hold any physical inventory. Accordingly, paragraph 3(ii) of the Order is not applicable.
- (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 Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, the Company has not entered into any transactions related to loans, investments, guarantees and securities to which the provisions of Section 185 and Section 186 of the Act are applicable. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, service tax, cess and other statutory dues have generally been regularly deposited by the Company with the appropriate

authorities though there has been a slight delay in a few cases pertaining to service tax and provident fund. As explained to us, the Company did not have any dues on account of duty of excise, employees' state insurance, sales tax, value added tax and duty of customs.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, cess and other statutory dues were in arrears as at 31 March 2017, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, except as stated below, there are no dues of income tax and service tax which have not been deposited with the appropriate authorities on account of any dispute:

(Amount in Rs. million)

| Name of the statute | Nature of the dues | Amount | Year to which amount relates | Forum where dispute is pending |
|----------------------------|---------------------------|---------------|-------------------------------------|---------------------------------------|
| Income-tax Act, 1961 | Income tax | 5.08* | Assessment Year 2011-12 | Commissioner of Income Tax (Appeals) |

* Tax deducted at source, including interest amounting to Rs 5.35 million for the Assessment Year 12-13 was adjusted against the demand.

- (viii) According to the information and explanations given to us, the Company did not have any loans or borrowings from financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to information and explanations given to us and on the basis of our examination of the records of the Company, the managerial remuneration has been provided/ paid by the Company in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private

placement of shares or fully or partly convertible debentures during the year.

- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or person connected with him covered by Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Place: Gurgaon

Date: 12 May 2017

Rakesh Dewan

Partner

Membership number: 092212

Annexure B to the Independent Auditor's Report of even date on the financial statements of NDTV Lifestyle Limited for the year ended 31 March 2017

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 NDTV Lifestyle Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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 unauthorized 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 Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 ICAI.

For B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Rakesh Dewan

Partner

Membership number: 092212

Place: Gurgaon

Date: 12 May 2017

NDTV Lifestyle Limited

(Amount in Rupees million)

| Balance Sheet | Notes | As at | As at |
|--|-------|----------------|----------------|
| | | March 31, 2017 | March 31, 2016 |
| Equity and Liabilities | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 438.22 | 438.22 |
| Reserves and surplus | 4 | (327.69) | (258.43) |
| | | 110.53 | 179.79 |
| Non-current liabilities | | | |
| Long-term provisions | 5 | 4.07 | 3.64 |
| | | 4.07 | 3.64 |
| Current liabilities | | | |
| Trade payables | 6 | | |
| - total outstanding dues of micro enterprises and small enterprises | | 0.02 | - |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | | 285.85 | 226.94 |
| Other current liabilities | 7 | 34.62 | 48.78 |
| Short-term provisions | 5 | 1.06 | 0.18 |
| | | 321.55 | 275.90 |
| TOTAL | | 436.15 | 459.33 |
| Assets | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| Tangible assets | 8 | 23.12 | 34.08 |
| Intangible assets | 9 | 0.55 | 1.12 |
| Long-term loans and advances | 10 | 28.48 | 35.53 |
| Other non-current assets | 13 | 0.78 | - |
| | | 52.93 | 70.73 |
| Current assets | | | |
| Inventories | 11 | 50.43 | 66.10 |
| Trade receivables | 12 | 234.47 | 191.21 |
| Cash and bank balances | 14 | 40.46 | 77.17 |
| Short-term loans and advances | 10 | 46.48 | 36.66 |
| Other current assets | 13 | 11.38 | 17.46 |
| | | 383.22 | 388.60 |
| TOTAL | | 436.15 | 459.33 |
| Summary of significant accounting policies | | | |
| | 2 | | |

The accompanying notes are an integral part of financial statements.

As per our report of even date attached.

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

For and on behalf of the Board of Directors of

NDTV Lifestyle Limited
Rakesh Dewan

Partner

Membership Number: 092212

K V L Narayan Rao

Group Chief Executive Officer

Smeeta Chakrabarti

Managing Director

Indrani Roy

Director

Saurav Banerjee

Director, Finance and Group CFO

Ravi Asawa

Chief Financial Officer

Pradeep Tahiliani

Company Secretary

Place : Gurgaon

Date : May-12-2017

Place: New Delhi

Date : May-03-2017

NDTV Lifestyle Limited

(Amount in Rupees million except per share data)

| Statement of Profit and Loss | Notes | For the year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--|-------|--------------------------------------|--------------------------------------|
| Revenue | | | |
| Revenue from operations | 15 | 400.58 | 461.21 |
| Other income | 16 | 4.57 | 6.54 |
| Total (I) | | 405.15 | 467.75 |
| Expenses | | | |
| Production expenses | 17 | 118.00 | 151.24 |
| Employee benefit expenses | 18 | 69.48 | 69.92 |
| Operations and administration expenses | 19 | 103.60 | 120.85 |
| Marketing, distribution and promotion expenses | 20 | 171.35 | 173.67 |
| Depreciation and amortisation expense | 21 | 11.97 | 14.71 |
| Finance costs | 22 | 0.01 | 0.20 |
| Total (II) | | 474.41 | 530.59 |
| Loss before tax (I) -(II) | | (69.26) | (62.84) |
| Tax expense | | | |
| - Current tax | | - | 1.30 |
| Total tax expense | | - | 1.30 |
| Loss for the year | | (69.26) | (64.14) |

Loss per equity share [nominal value per share Rs. 10 (Previous Year: Rs. 10)] 23

Basic and diluted (9.60) (9.01)

Summary of significant accounting policies 2

The accompanying notes are an integral part of financial statements.

As per our report of even date attached.

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

For and on behalf of the Board of Directors of

NDTV Lifestyle Limited

Rakesh Dewan
Partner
Membership Number: 092212

K V L Narayan Rao
Group Chief Executive Officer

Smeeta Chakrabarti
Managing Director

Indrani Roy
Director

Saurav Banerjee
Director, Finance and Group CFO

Ravi Asawa
Chief Financial Officer

Pradeep Tahiliani
Company Secretary

Place : Gurgaon
Date : May-12-2017

Place: New Delhi
Date : May-03-2017

(Amount in Rupees million)

| Cash Flow Statement | | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--|-----------|--------------------------------------|--------------------------------------|
| Cash flow from operating activities | | | |
| Loss before Tax | | (69.26) | (62.84) |
| Adjustments for : | | | |
| Depreciation and amortisation | | 11.97 | 14.71 |
| Provision for doubtful debts | | 0.23 | 3.66 |
| Provision for doubtful debts written back | | (0.07) | (3.21) |
| Loss on sale of fixed assets | | 0.05 | 0.06 |
| Unrealized foreign exchange loss | | - | 0.12 |
| Provision for gratuity | | 1.78 | 0.95 |
| Interest income | | (3.33) | (5.16) |
| Income tax refund | | (1.14) | - |
| Liabilities for operating expenses written back | | (9.28) | (7.13) |
| Bad debt written off | | 0.01 | 0.20 |
| Operating loss before working capital changes | | (69.04) | (58.64) |
| Movements in working capital : | | | |
| Increase/ (decrease) in long term provisions | | (1.35) | (2.96) |
| Increase/ (decrease) in trade payables | | 68.21 | 24.73 |
| Increase/ (decrease) in other current liabilities | | (14.16) | 25.42 |
| Increase/ (decrease) in short term provisions | | 0.87 | (0.03) |
| Decrease / (increase) in trade receivables | | (43.43) | (15.14) |
| Decrease / (increase) in inventories | | 15.67 | 10.51 |
| Decrease / (increase) in short-term loans and advances | | (9.82) | (8.12) |
| Decrease / (increase) in other current assets | | 3.83 | (15.15) |
| Decrease / (increase) in other non-current assets | | - | 0.13 |
| Cash used in operations | | (49.22) | (39.25) |
| Taxes paid/deducted at source | | 8.19 | (0.83) |
| Net cash flow used in operating activities (A) | | (41.03) | (40.08) |
| Cash flow from investing activities | | | |
| Purchase of fixed assets | | (0.51) | (1.39) |
| Fixed deposits made during the year | | 40.43 | (57.50) |
| Proceeds from sale of fixed assets | | 0.01 | 0.37 |
| Interest received | | 4.81 | 3.02 |
| Net cash flow used in investing activities (B) | | 44.74 | (55.50) |
| Cash flows from financing activities | | | |
| Proceeds from issuance of equity share capital | | - | 85.00 |
| Net cash flow from financing activities (C) | | - | 85.00 |
| Net increase/ (decrease) in cash and cash equivalents (A + B + C) | | 3.71 | (10.58) |
| Cash and cash equivalents at the beginning of the year | | 4.67 | 15.25 |
| Cash and cash equivalents at the end of the year | | 8.38 | 4.67 |
| Components of cash and cash equivalents | | As at March 31, 2017 | As at March 31, 2016 |
| Cash in hand | | 0.15 | 0.86 |
| Balances with banks: | | | |
| Current accounts | | 5.73 | 3.81 |
| Deposits with original maturity of less than three months | | 2.50 | - |
| Total cash and cash equivalents | 14 | 8.38 | 4.67 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of financial statements.

Notes :

1. The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3 as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.

As per our report of even date attached.

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

For and on behalf of the Board of Directors of

NDTV Lifestyle Limited

Rakesh Dewan

Partner

Membership Number: 092212

K V L Narayan Rao

Group Chief Executive Officer

Smeeta Chakrabarti

Managing Director

Indrani Roy

Director

Saurav Banerjee

Director , Finance and Group CFO

Ravi Asawa

Chief Financial Officer

Pradeep Tahiliani

Company Secretary

Place : Gurgaon

Date : May-12-2017

Place: New Delhi

Date : May-03-2017

1. Corporate information

2. Summary of significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared and presented under the historical convention on a going concern basis, on the accrual basis of accounting and comply with the Accounting Standards specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, pronouncements of the Institute of Chartered Accountants of India and other accounting principles generally accepted in India, to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest million.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria. Based on the nature of product or service and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities

2.2 Use of estimates

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

Provisions: Provisions are recognized where there is a present obligation as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there it is possible to make a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

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

2.3 Tangible assets

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

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

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation on tangible assets is provided on a pro-rata basis on the straight line method over the estimated useful lives of the assets. The useful lives as estimated for tangible assets are in accordance with the useful lives as indicated in Schedule II of the Companies Act, 2013 except for following class of assets where different useful lives have been used. The estimated useful lives of the assets used by the company are lower than those specified in the Companies Act 2013

| Asset head | Useful life (years) |
|------------|---------------------|
| Computers | 3-6 |

The estimate of useful lives of the assets are based on the technical evaluation.

Individual assets costing less than Rs. 5,000 are depreciated at the rate of 100% in the year of acquisition.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

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

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017

2.4 Intangible assets

Intangible assets are recognized if they are separately identifiable and the Company controls the future economic benefits arising out of them. All other expenses on intangible items are charged to the Statement of Profit and Loss. Intangible assets are stated at cost less accumulated amortisation and impairment.

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

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

| Asset head | Useful life (years) |
|-------------------|---------------------|
| Computer Software | 6 |

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern.

2.5 Impairment

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment, using external and internal sources. If any indication exists, the asset's recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. Impairment occurs where the carrying value of the asset or its cash generating unit exceeds the present value of future cash flows expected to arise from the continuing use of the asset or its cash generating unit and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value of future cash flows from use of the assets as determined above. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

2.6 Leases

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

2.7 Taxes on Income

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognised in profit or loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

2.8 Revenue recognition

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

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

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

Revenue from shared service is recognised as the service is rendered.

Revenues from syndication is recognized when the episodes are delivered.

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

NDTV Lifestyle Limited

Notes to financial statements for the year ended March 31, 2017

2.9 Other income

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

2.10 Inventories

Stores , spares and tapes

Stores and spares consist of blank videotapes/Betacam and DVC and equipment spare parts and are valued at the lower of cost and net realizable value. Cost is measured on a First In First Out (FIFO) basis.

Programmes under production and finished programmes

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

2.11 Foreign currency transaction

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

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

2.12 Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries, wages and bonus. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Defined contribution plans

The Company's provident fund scheme is a defined contribution plan. The Company's contribution paid/payable under the scheme is recognised as an expense in the Statement of Profit and Loss during the year in which the employee renders the related service.

Defined benefit plans

The Company's gratuity benefit scheme is defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

2.13 Employee share based payments

The excess of the market price of shares, at the date of grant of options under the Employee Stock Option Schemes of NDTV Lifestyle Limited over the exercise price is regarded as employee compensation, and recognised on a straight-line basis over the period over which the employees would become unconditionally entitled to apply for the shares.

2.14 Earnings per share (EPS)

Basic EPS

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

Diluted EPS

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

NDTV Lifestyle Limited

Notes to financial statements for the year ended March 31, 2017

2.15 Barter transactions

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

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

2.16 Cash and cash equivalents

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

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017

| 3. Share capital | (Amount in Rupees million) | |
|--|----------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Authorised | | |
| 8,000,000 (previous year 8,000,000) equity shares of Rs. 10 each | 80.00 | 80.00 |
| 39,500,000 (previous year 39,500,000) preference shares of Rs. 10 each | 395.00 | 395.00 |
| Issued, Subscribed and fully paid-up | | |
| 7,213,700 (previous year 7,213,700) equity shares of Rs.10 each, fully paid up * | 72.14 | 72.14 |
| | 72.14 | 72.14 |
| 36,608,000 (previous year 36,608,000) non cumulative compulsorily convertible preference shares of Rs 10 each, fully paid up | 366.08 | 366.08 |
| | 438.22 | 438.22 |

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

| Equity shares | As at March 31, 2017 | | As at March 31, 2016 | |
|---|----------------------|---------------|----------------------|---------------|
| | Numbers | Rs in million | Numbers | Rs in million |
| At the beginning of the year | 7,213,700 | 72.14 | 6,589,847 | 65.90 |
| Issued during the year | - | - | 623,853 | 6.24 |
| Outstanding at the end of the year | 7,213,700 | 72.14 | 7,213,700 | 72.14 |

| (b) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates | (Amount in Rupees million) | | | |
|--|----------------------------|---------------|----------------------|---------------|
| | As at March 31, 2017 | | As at March 31, 2016 | |
| | Numbers | Rs in million | Numbers | Rs in million |
| Equity share of Rs 10 each fully paid up held by : | | | | |
| NDTV Lifestyle Holdings Limited, the holding company | 6,953,808 | 69.54 | 6,953,808 | 69.54 |
| Non Cumulative Compulsorily Convertible Preference Shares of Rs 10 each fully paid held by : | | | | |
| NDTV Lifestyle Holdings Limited, the holding company | 36,608,000 | 366.08 | 36,608,000 | 366.08 |

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

| Name of the shareholder | As at March 31, 2017 | | As at March 31, 2016 | |
|--|----------------------|-----------|----------------------|-----------|
| | Numbers | % holding | Numbers | % holding |
| Equity share of Rs 10 each fully paid up held by : | | | | |
| NDTV Lifestyle Holdings Limited | 6,953,808 | 96.40% | 6,953,808 | 96.40% |
| Non cumulative compulsorily convertible preference shares of Rs 10 each fully paid held by : | | | | |
| NDTV Lifestyle Holdings Limited | 3,660,800 | 100.00% | 3,660,800 | 100.00% |

(d) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company in proportion to the number of equity shares held.

(e) Rights, preferences and restrictions attached to preference shares

The preference shares shall be non-cumulative compulsorily convertible preference shares (CCPS). The Preference shares shall carry a flexible coupon rate of 0% to 4% at the sole discretion of the Board of Directors of the Company subject to the condition that it shall be non-cumulative and further that in the event the profit earned is inadequate for distribution, the coupon rate shall be treated as 0% for the relevant year and accordingly the preference shares shall not be eligible for voting rights on grounds of non-payment of dividend.

Subject to prevailing Reserve Bank of India regulations, the Preference Shares shall be compulsorily convertible into equity share(s) at any time within 20 years from the date of issue in one or more tranches at the sole discretion of the Board of Directors of the Company. The conversion of the CCPS into equity share(s) shall be on the basis of such value as determined in accordance with applicable regulations.

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017

| 4. Reserves and surplus | | | (Amount in Rupees million) |
|--|-------------------|-------------------|----------------------------|
| | As at | As at | |
| | March 31, 2017 | March 31, 2016 | |
| Securities premium account | | | |
| Balance as at beginning of the year | 754.63 | 675.87 | |
| Addition during the year | - | 78.76 | |
| Balance as at end of the year | 754.63 | 754.63 | |
| Deficit in the Statement of Profit and Loss | | | |
| Balance as at beginning of the year | (1,013.06) | (948.92) | |
| Loss for the year | (69.26) | (64.14) | |
| Balance as at end of the year | (1,082.32) | (1,013.06) | |
| Total Reserves and surplus | (327.69) | (258.43) | |

| 5. Provisions | | | | | (Amount in Rupees million) |
|--|----------------|----------------|----------------|----------------|----------------------------|
| | | Long Term | | Short-term | |
| | As at | As at | As at | As at | |
| | March 31, 2017 | March 31, 2016 | March 31, 2017 | March 31, 2016 | |
| Provision for employee benefits | | | | | |
| Provision for gratuity (refer note 24) | 4.07 | 3.64 | 1.06 | 0.15 | |
| | 4.07 | 3.64 | 1.06 | 0.15 | |
| Other provisions | | | | | |
| Provision for fringe benefit tax | - | - | - | 0.03 | |
| | 4.07 | 3.64 | 1.06 | 0.18 | |

| 6. Trade Payables | | | (Amount in Rupees million) |
|---|----------------|----------------|----------------------------|
| | As at | As at | |
| | March 31, 2017 | March 31, 2016 | |
| Trade payables | | | |
| - total outstanding dues of micro enterprises and small enterprises; (refer note 28) | 0.02 | - | |
| - total outstanding dues of creditors other than micro enterprises and small enterprises* | 285.85 | 226.94 | |
| | 285.87 | 226.94 | |

* Trade payable includes payable to related parties (refer note 25)

| 7. Other current liabilities | | | (Amount in Rupees million) |
|--|----------------|----------------|----------------------------|
| | As at | As at | |
| | March 31, 2017 | March 31, 2016 | |
| Statutory dues payable | 8.63 | 8.59 | |
| Advance from customers | 8.40 | 5.35 | |
| Income received in advance/deferred income | 4.01 | 11.70 | |
| Employee benefits payable | 9.22 | 9.99 | |
| Bank overdraft | - | 8.79 | |
| Payable against purchase of fixed assets* | 4.36 | 4.36 | |
| | 34.62 | 48.78 | |

* Includes Rs 4.36 million (previous year Rs 4.36 million) payable to New Delhi Television Limited, related party

8. Tangible assets (Amount in Rupees million)

| | Plant and machinery | Computers | Office equipments | Vehicles | Total |
|---------------------------------|---------------------|--------------|-------------------|-------------|---------------|
| Gross block | | | | | |
| As at April 1, 2016 | 88.31 | 24.29 | 2.53 | 5.49 | 120.62 |
| Additions | 0.50 | 0.01 | - | - | 0.51 |
| Disposals | - | - | - | 1.19 | 1.19 |
| As at March 31, 2017 | 88.81 | 24.30 | 2.53 | 4.30 | 119.94 |
| Accumulated depreciation | | | | | |
| As at April 1, 2016 | 61.09 | 18.75 | 2.24 | 4.46 | 86.54 |
| Charge for the year | 7.22 | 3.27 | 0.18 | 0.74 | 11.41 |
| Disposals | - | - | - | 1.13 | 1.13 |
| As at March 31, 2017 | 68.31 | 22.02 | 2.42 | 4.07 | 96.82 |
| Net block | | | | | |
| As at March 31, 2017 | 20.50 | 2.28 | 0.11 | 0.23 | 23.12 |

(Amount in Rupees million)

| | Plant and machinery | Computers | Office equipments | Vehicles | Total |
|---------------------------------|---------------------|--------------|-------------------|-------------|---------------|
| Gross block | | | | | |
| As at April 1, 2015 | 87.02 | 24.76 | 2.56 | 6.45 | 120.79 |
| Additions | 1.29 | 0.10 | - | - | 1.39 |
| Disposals | - | 0.57 | 0.03 | 0.96 | 1.56 |
| As at March 31, 2016 | 88.31 | 24.29 | 2.53 | 5.49 | 120.62 |
| Accumulated depreciation | | | | | |
| As at April 1, 2015 | 51.81 | 15.64 | 2.08 | 4.11 | 73.64 |
| Charge for the year | 9.28 | 3.58 | 0.20 | 0.97 | 14.03 |
| Disposals | - | 0.47 | 0.04 | 0.62 | 1.13 |
| As at March 31, 2016 | 61.09 | 18.75 | 2.24 | 4.46 | 86.54 |
| Net block | | | | | |
| As at March 31, 2016 | 27.22 | 5.54 | 0.29 | 1.03 | 34.08 |

9. Intangible assets (Amount in Rupees million)

| | Computer software | Total |
|-----------------------------|-------------------|-------------|
| Gross block | | |
| As at April 1, 2016 | 5.53 | 5.53 |
| Additions | - | - |
| As at March 31, 2017 | 5.53 | 5.53 |
| Amortisation | | |
| As at April 1, 2016 | 4.41 | 4.41 |
| Charge for the year | 0.56 | 0.56 |
| As at March 31, 2017 | 4.97 | 4.97 |
| Net block | | |
| As at March 31, 2017 | 0.55 | 0.55 |

(Amount in Rupees million)

| | Computer software | Total |
|-----------------------------|-------------------|-------------|
| Gross block | | |
| As at April 1, 2015 | 5.53 | 5.53 |
| Additions | - | - |
| As at March 31, 2016 | 5.53 | 5.53 |
| Amortisation | | |
| As at April 1, 2015 | 3.73 | 3.73 |
| Charge for the year | 0.68 | 0.68 |
| As at March 31, 2016 | 4.41 | 4.41 |
| Net block | | |
| As at March 31, 2016 | 1.12 | 1.12 |

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017

10. Loans and advances

(Amount in Rupees million)

| | Long Term | | Short Term | |
|--|----------------|----------------|----------------|----------------|
| | As at | As at | As at | As at |
| | March 31, 2017 | March 31, 2016 | March 31, 2017 | March 31, 2016 |
| Security deposit | | | | |
| Unsecured, considered good | 4.72 | 4.72 | 0.36 | 0.13 |
| | 4.72 | 4.72 | 0.36 | 0.13 |
| Advances recoverable in cash or kind | | | | |
| Unsecured considered good | - | - | 0.90 | 1.21 |
| Other loans and advances | | | | |
| Advance income-tax and tax deducted at source [net of provision for income tax Rs nil (previous year nil)] | 23.76 | 30.81 | - | - |
| Due from government authorities | - | - | 29.82 | 22.29 |
| Prepaid expenses | - | - | 14.13 | 11.87 |
| Advance and imprest to employees | - | - | 1.27 | 1.16 |
| | 28.48 | 35.53 | 46.48 | 36.66 |

11. Inventories (Lower of cost and net realisable value)

(Amount in Rupees million)

| | As at | As at |
|-----------------------------|----------------|----------------|
| | March 31, 2017 | March 31, 2016 |
| Finished programmes | 49.36 | 62.70 |
| Programmes under production | 1.07 | 3.40 |
| | 50.43 | 66.10 |

12. Trade receivables

(Amount in Rupees million)

| | As at | As at |
|---|----------------|----------------|
| | March 31, 2017 | March 31, 2016 |
| Unsecured, considered good unless stated otherwise | | |
| Outstanding for a period exceeding six months from the date they are due for payment | | |
| Unsecured, considered good * | 23.77 | 21.09 |
| Unsecured, considered doubtful | 16.17 | 16.01 |
| | 39.94 | 37.10 |
| Provision for doubtful receivables | (16.17) | (16.01) |
| | 23.77 | 21.09 |
| Others | | |
| Unsecured, considered good* | 210.70 | 170.12 |
| | 210.70 | 170.12 |
| | 234.47 | 191.21 |

* Trade receivable include receivable from related parties (refer note 25)

13. Other current assets

(Amount in Rupees million)

| | Non-current | | Current | |
|---|----------------|----------------|----------------|----------------|
| | As at | As at | As at | As at |
| | March 31, 2017 | March 31, 2016 | March 31, 2017 | March 31, 2016 |
| Interest accrued on fixed deposits | 0.78 | - | 0.06 | 2.31 |
| Deposits with original maturity for More than 12 months | - | - | - | - |
| Margin money deposit - under lien | - | - | 1.38 | 5.56 |
| Unbilled Revenue | - | - | 9.94 | 9.59 |
| | 0.78 | - | 11.38 | 17.46 |

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017

| 14. Cash and bank balances | | | (Amount in Rupees million) |
|--|-------------------------|-------------------------|----------------------------|
| | As at March 31, 2017 | As at March 31, 2016 | |
| Cash and cash equivalents | | | |
| Cash in hand | 0.15 | 0.86 | |
| Balances with banks | | | |
| Current accounts | 5.73 | 3.81 | |
| Deposits with original maturity of less than three months | 2.50 | - | |
| | 8.38 | 4.67 | |
| Other bank balances | | | |
| Deposit due to mature within 12 months of the reporting date | 32.08 | 72.50 | |
| | 32.08 | 72.50 | |
| | 40.46 | 77.17 | |

| 15. Revenue from operations | | | (Amount in Rupees million) |
|---|--------------------------------------|--------------------------------------|----------------------------|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | |
| Revenue from operations | | | |
| Advertising revenue | 237.40 | 296.84 | |
| Subscription revenue | 119.87 | 108.51 | |
| Shared services income | 2.87 | 1.28 | |
| Programme sales | 21.44 | 28.79 | |
| Syndication income | 8.99 | 10.94 | |
| Other business income | 0.66 | 4.51 | |
| Other operating revenue | | | |
| Provision for doubtful debts written back | 0.07 | 3.21 | |
| Liabilities for operating expenses written back | 9.28 | 7.13 | |
| | 400.58 | 461.21 | |

| 16. Other income | | | (Amount in Rupees million) |
|---------------------------|--------------------------------------|--------------------------------------|----------------------------|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | |
| Interest income on | | | |
| Bank deposits | 3.33 | 5.16 | |
| Income tax refund | 1.14 | 1.38 | |
| Miscellaneous Income | 0.10 | - | |
| | 4.57 | 6.54 | |

| 17. Production Expenses | | | (Amount in Rupees million) |
|---|--------------------------------------|--------------------------------------|----------------------------|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | |
| Consultancy and professional fee | 14.84 | 15.04 | |
| Hire charges | 1.04 | 0.72 | |
| Graphic, music and editing | 0.26 | 0.36 | |
| Video cassettes | - | 0.48 | |
| Subscription , footage and news service | 0.37 | 0.39 | |
| Software expenses | 0.03 | 0.03 | |
| Transmission and uplinking | 22.52 | 27.94 | |
| Amortisation of programming cost | 69.14 | 88.04 | |
| Travelling | 1.36 | 2.15 | |
| Stores and spares | - | 0.03 | |
| Other production | 8.44 | 16.06 | |
| | 118.00 | 151.24 | |

| 18. Employee benefits expense | | | (Amount in Rupees million) |
|----------------------------------|--------------------------------------|--------------------------------------|----------------------------|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | |
| Salary, wages and other benefits | 66.10 | 66.17 | |
| Contribution to provident fund | 3.19 | 3.35 | |
| Staff welfare | 0.19 | 0.40 | |
| | 69.48 | 69.92 | |

19. Operations and administration expenses

(Amount in Rupees million)

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|---|--------------------------------------|--------------------------------------|
| Rent | 9.61 | 9.75 |
| Rates and taxes | 1.88 | 1.43 |
| Electricity and water | 2.73 | 3.89 |
| Printing and stationery | 0.15 | 0.25 |
| Postage and courier | 0.20 | 0.14 |
| Books, periodicals and news papers | 0.91 | 1.44 |
| Local conveyance, travelling and taxi hire | 7.77 | 9.75 |
| Business promotion | 0.63 | 0.76 |
| Repair and maintenance | | |
| - Plant and machinery | 5.92 | 6.97 |
| - Others | 0.01 | 0.00 |
| Auditor's remuneration* | 0.76 | 0.83 |
| Insurance | 2.05 | 2.10 |
| Communication | 2.32 | 2.57 |
| Vehicle maintenance | 3.51 | 2.65 |
| Personnel security | 0.40 | 0.57 |
| Provision for doubtful debts | 0.23 | 3.66 |
| Bad debt and doubtful advances written off | 0.01 | 0.20 |
| Legal, professional and consultancy | 60.95 | 66.44 |
| Loss on sale of fixed assets /asset written off | 0.05 | 0.06 |
| Foreign exchange loss | 0.00 | 0.12 |
| Subscription expenses | 3.32 | 3.45 |
| Miscellaneous expenses | 0.18 | 3.82 |
| | 103.59 | 120.85 |

***Auditor's remuneration**

(Amount in Rupees million)

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|---------------------------|--------------------------------------|--------------------------------------|
| As auditor: | | |
| Audit fee | 0.70 | 0.75 |
| Reimbursement of expenses | 0.06 | 0.08 |
| | 0.76 | 0.83 |

20. Marketing, distribution and promotion expenses

(Amount in Rupees million)

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--|--------------------------------------|--------------------------------------|
| Marketing, distribution and promotion expenses | 167.44 | 169.04 |
| Trade Mark / license fees | 3.91 | 4.63 |
| | 171.35 | 173.67 |

21. Depreciation and amortisation expense

(Amount in Rupees million)

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|-----------------------------------|--------------------------------------|--------------------------------------|
| Depreciation of tangible assets | 11.41 | 14.03 |
| Amortisation of intangible assets | 0.56 | 0.68 |
| | 11.97 | 14.71 |

22. Finance costs

(Amount in Rupees million)

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--------------|--------------------------------------|--------------------------------------|
| Bank charges | 0.01 | 0.20 |
| | 0.01 | 0.20 |

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017
23. Loss per equity share (EPS)

(Amount in Rupees million except per share data)

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--|--------------------------------------|--------------------------------------|
| Loss attributable to equity shareholders | (69.26) | (64.14) |
| Number of equity shares outstanding at the beginning of the year (Nos.) | 7,213,700 | 6,589,847 |
| Add: Fresh issue of equity shares (No's) | - | 623,853 |
| Number of equity shares outstanding at year end (Nos.) | 7,213,700 | 7,213,700 |
| Weighted average number of equity shares outstanding during the year for Basic loss per share (Nos.) | 7,213,700 | 7,116,276 |
| Weighted average number of equity shares outstanding during the year for diluted loss per share (Nos.) | 7,213,700 | 7,116,276 |
| Basic Loss per equity share (Rs.) | (9.60) | (9.01) |
| Diluted Loss per equity share (Rs.) | (9.60) | (9.01) |
| Nominal value per share (Rs) | 10 | 10 |

24. Post employment benefits (Gratuity)

(Amount in Rupees million)

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|--|-------------------------|-------------------------|
| Changes in the present value of the obligation: | | |
| Obligations at year beginning | 3.79 | 5.86 |
| Acquisition adjustment | (0.32) | (0.29) |
| Service cost – current | 0.45 | 0.41 |
| Interest cost | 0.26 | 0.45 |
| Actuarial (gain) / loss | 1.07 | (1.81) |
| Benefit paid | (0.12) | (0.83) |
| Obligations at year end | 5.13 | 3.79 |

| Expenses recognised in the Statement of Profit and Loss | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
|---|--------------------------------------|--------------------------------------|
| Service Cost – Current | 0.45 | 0.41 |
| Interest Cost | 0.26 | 0.45 |
| Actuarial (gain) / loss | 1.07 | (1.81) |
| Total cost included in the employee benefit cost | 1.78 | (0.95) |

The principal assumptions used in determining post-employment benefit obligations are shown below:

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|-------------------------|-------------------------|-------------------------|
| Discount Rate | 7.50% | 7.70% |
| Future salary increases | 5.00% | 5.00% |

Experience adjustment

| Particulars | For the year ended March 31, | | | | |
|-----------------------------------|------------------------------|--------|-------|--------|--------|
| | 2017 | 2016 | 2015 | 2014 | 2013 |
| (Gain) / loss on plan liabilities | 0.60 | -1.91 | 0.05 | -0.05 | -1.21 |
| % of opening plan liabilities | 19.0% | -32.7% | 0.90% | -0.80% | -18.2% |

The estimates of future salary increases, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The demographic assumptions were as per the published rates of "Life Insurance Corporation of India (2006-08) Mortality Table (ultimate)", which is considered a standard table.

Expected contribution to gratuity fund for next financial year is Rs. 0.50 million (previous year Rs 0.53 million)

Notes to financial statements for the year ended March 31, 2017

Names of related parties and related party relationship

Related parties where control exists

| | |
|---------------------------------|------------------------------|
| New Delhi Television Limited | Ultimate Holding Company |
| NDTV Networks Limited | Intermediate Holding Company |
| NDTV Lifestyle Holdings Limited | Holding Company |

Other Related Parties with whom transactions have taken place during the year:

| | |
|-----------------------------|-------------------|
| NDTV Convergence Limited | Fellow Subsidiary |
| NDTV Media Limited | Fellow Subsidiary |
| Fifth Gear Ventures Limited | Fellow Subsidiary |
| Special Occasions Limited | Fellow Subsidiary |
| NDTV Labs Limited | Fellow Subsidiary |
| NDTV Ethnic Retail Limited | Fellow Subsidiary |
| SmartCooky Internet Limited | Fellow Subsidiary |
| NDTV worldwide Limited | Fellow Subsidiary |

Key Management Personnel (KMP)

| | |
|----------------------------------|--|
| Mr. Vikramaditya Chandra | Director (till February 7, 2017) |
| Ms. Smriddha Chakrabarti | Managing Director |
| Mr. Grant Scott Ferguson | Director |
| Mr. Lakshman Gupta Karamarlapudi | Director (till February 7, 2017) |
| Mr. Saurav Banerjee | Director, Finance and Group CFO |
| Ms. Seema Chandra | Relative of Mr. Vikramaditya Chandra, Director |
| Ms. Indrani Roy | Director (w.e.f. February 6, 2017) |
| Mr. Ravi Asawa | Chief Financial Officer |
| Mr. Pradeep Thiliani | Company Secretary |

Related party transactions

The following table provides the total amount of transactions that have been entered into in the ordinary course of business with related parties for the relevant financial year:

in Rs million

[illegible]

NDTV Lifestyle Limited

Notes to financial statements for the year ended March 31, 2017

| Nature of relationship / transaction | Ultimate Holding Co | | Holding Company | | Fellow Subsidiary | | Relative of a Director | | Key Management Personnel | | Total | |
|--------------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
| Services availed of | | | | | | | | | | | | |
| New Delhi Television Limited | 3.67 | 1.76 | - | - | - | - | - | - | - | - | 3.67 | 1.76 |
| NDTV Convergence Limited | - | - | - | - | 2.41 | 0.34 | - | - | - | - | 2.41 | 0.34 |
| NDTV Media Ltd. | - | - | - | - | 0.00 | 0.00 | - | - | - | - | 0.00 | 0.00 |
| SmartCooky Internet Limited | - | - | - | - | - | 0.00 | - | - | - | - | - | 0.00 |
| Fifth Gear Ventures Limited | - | - | - | - | 0.00 | - | - | - | - | - | 0.00 | - |
| Special Occasions Limited | - | - | - | - | 1.01 | - | - | - | - | - | 1.01 | - |
| Reimbursement Of Expenses | | | | | | | | | | | | |
| New Delhi Television Limited | 146.33 | 150.96 | - | - | - | - | - | - | - | - | 146.33 | 150.96 |
| NDTV Media Limited | - | - | - | - | 0.03 | 0.03 | - | - | - | - | 0.03 | 0.03 |
| NDTV Convergence Limited | - | - | - | - | - | 2.34 | - | - | - | - | - | 2.34 |
| Smart Cooky Internet Ltd. | - | - | - | - | - | 0.27 | - | - | - | - | - | 0.27 |
| Shared service income | | | | | | | | | | | | |
| Special Ocassions Ltd. | - | - | - | - | - | 0.10 | - | - | - | - | - | 0.10 |
| NDTV Convergence Limited | - | - | - | - | - | 0.05 | - | - | - | - | - | 0.05 |
| New Delhi Television Limited | 1.67 | 1.14 | - | - | - | - | - | - | - | - | 1.67 | 1.14 |
| Shared service cost | | | | | | | | | | | | |
| New Delhi Television Limited | 51.68 | 58.49 | - | - | - | - | - | - | - | - | 51.68 | 58.49 |
| Rent Paid | | | | | | | | | | | | |
| New Delhi Television Limited | 2.87 | 0.43 | - | - | - | - | - | - | - | - | 2.87 | 0.43 |
| Rental Income | | | | | | | | | | | | |
| New Delhi Television Limited | 2.83 | - | - | - | - | - | - | - | - | - | 2.83 | - |
| Remuneration to KMP | | | | | | | | | | | | |
| Mrs.Smeceta Chakrabarti | - | - | - | - | - | - | - | - | 7.17 | 8.00 | 7.17 | 8.00 |
| Professional fee paid to KMP | | | | | | | | | | | | |
| Mrs.Smeceta Chakrabarti | - | - | - | - | - | - | - | - | 6.46 | 6.27 | 6.46 | 6.27 |

| b)Balance at the year end | Ultimate Holding Co | | Holding Company | | Fellow Subsidiary | | Relative of a Director | | Key Management Personnel | | Total | |
|------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|--------------------------|-------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2017 | As at March 31, 2016 |
| Trade Payable | | | | | | | | | | | | |
| New Delhi Television Limited | 225.74 | 162.49 | - | - | - | - | - | - | - | - | 225.74 | 162.49 |
| NDTV Media Limited | - | - | - | - | 0.85 | 0.82 | - | - | - | - | 0.85 | 0.82 |
| Smart Cooky Internet Ltd. | - | - | - | - | - | 0.29 | - | - | - | - | - | 0.29 |
| NDTV Convergence Limited | - | - | - | - | 0.94 | 0.99 | - | - | - | - | 0.94 | 0.99 |
| Special Ocassions Ltd. | - | - | - | - | 1.13 | - | - | - | - | - | 1.13 | - |
| Non Trade Payable | | | | | | | | | | | | |
| New Delhi Television Limited | 4.36 | 4.36 | - | - | - | - | - | - | - | - | 4.36 | 4.36 |
| Trade Receivables | | | | | | | | | | | | |
| New Delhi Television Limited | 193.20 | 131.19 | - | - | - | - | - | - | - | - | 193.20 | 131.19 |
| NDTV Labs Limited | - | - | - | - | 4.48 | 4.47 | - | - | - | - | 4.48 | 4.47 |
| NDTV Convergence Limited | - | - | - | - | 0.73 | 5.76 | - | - | - | - | 0.73 | 5.76 |
| Special Ocassions Ltd. | - | - | - | - | 1.13 | 0.10 | - | - | - | - | 1.13 | 0.10 |
| NDTV Ethnic Retail Limited | - | - | - | - | 4.57 | 4.57 | - | - | - | - | 4.57 | 4.57 |

NDTV Lifestyle Limited**Notes to financial statements for the year ended March 31, 2017****26. Employee stock option plans**

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

NDTV Lifestyle is recognising the excess of the fair value based on independent valuation over the issue price as employee stock compensation expense over the vesting period, since vesting period has been completed, accordingly an amount of Rs Nil (previous year Nil) has been charged to Statement of Profit and Loss during the year .

27. Operating lease

The Company has taken a commercial premises under non- cancellable operating lease. The rental expense for the current year, in respect of operating lease was Rs 6.89 million (Previous Year Rs 9.33 million). The Company has also taken residential/commercial premises on lease which have non-cancellable period. The future minimum lease payments in respect of such leases are as follows:

| (Amount in Rupees million) | | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Within one year | 2.98 | 9.72 |
| After one year and not more than five years | - | 2.98 |
| Total minimum lease payments | 2.98 | 12.70 |

28. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

| Particulars | As at March 31, 2017 | As at March 31, 2016 |
|---|-------------------------|-------------------------|
| (a) The amounts remaining unpaid to micro, small and medium enterprises as at the end of the year | | |
| - Principal | 0.02 | - |
| - Interest | - | - |
| (b) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 | - | - |
| (c) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year. | - | - |
| (d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006 . | - | - |
| (e) The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| (f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the Micro Small and Medium Enterprises Development Act, 2006 | - | - |

29. CIF value of imports

| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|---------------|--------------------------------------|--------------------------------------|
| Capital Goods | - | 0.13 |
| | - | 0.13 |

NDTV Lifestyle Limited
Notes to financial statements for the year ended March 31, 2017

| 30. Earnings in foreign currency | | | (Amount in Rupees million) |
|----------------------------------|--------------------------------------|--------------------------------------|----------------------------|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | |
| Syndication income | 3.95 | 2.41 | |
| Advertisement revenue | 12.46 | 7.59 | |
| | 16.41 | 10.00 | |

| 31. Unhedged foreign currency exposure | | | | | | (Amount in Rupees million) |
|--|-----------------------------------|------------------|-----------------------------|-----------------------------------|------------------|--------------------------------|
| | For the year ended March 31, 2017 | | | For the year ended March 31, 2016 | | |
| | Amount in foreign currency | Exchange rate | Amount in Rupees million | Amount in foreign currency | Exchange rate | Amount in Rupees million |
| Receivables | | | | | | |
| USD | - | - | - | 0.00* | 66.33 | 0.27 |
| | - | - | - | - | 66.33 | 0.27 |

* Below the rounding off limit adopted by the Company

| 32. Expenditure in foreign currency | | | (Amount in Rupees million) |
|-------------------------------------|--------------------------------------|--------------------------------------|----------------------------|
| | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 | |
| License Fees | 4.15 | 10.27 | |
| Travelling | 1.26 | 3.69 | |
| Others | 0.12 | 0.65 | |
| | 5.53 | 14.61 | |

33. Contingent liabilities

Contingent liabilities not provided for in respect of bank guarantees Rs. 1.38 million (previous year Rs 0.14 million). These have been issued in the ordinary course of business.

34. Segment Information

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

35. Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

| (in Rs million) | | | |
|--|-------|--------------------------------|-------|
| Particulars | SBNs* | Other denomination notes | Total |
| Closing cash in hand as on November 08, 2016 | 0.22 | 0.06 | 0.28 |
| (+) Permitted receipts | 0.02 | 0.40 | 0.42 |
| (-) Permitted payments | - | 0.27 | 0.27 |
| (-) Amount deposited in Banks | 0.24 | - | 0.24 |
| Closing cash in hand as on December 30, 2016 | - | 0.19 | 0.19 |

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 8, 2016.

As per our report of even date attached.

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

For and on behalf of the Board of Directors of
NDTV Lifestyle Limited

Rakesh Dewan
Partner
Membership Number: 092212

K V L Narayan Rao
Group Chief Executive Officer

Smeeta Chakrabarti
Managing Director

Indrani Roy
Director

Saurav Banerjee
Director, Finance and Group CFO

Ravi Asawa
Chief Financial Officer

Pradeep Tahiliani
Company Secretary

Place : Gurgaon
Date : May-12-2017

Place : New Delhi
Date : May-03-2017