

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELTA SOFTPRO PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Delta Softpro Private 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 statement').

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, 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 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;
 - ii. the Company does not have any long-term contracts including derivative contracts outstanding 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 17 to the financial statements.

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

Place: Gurgaon
Date: 12th May 2017

Rakesh Dewan
Partner
Membership number: 092212

Annexure A referred to in our Independent Auditor's Report to the members of Delta Softpro Private 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) According to the information and explanations given to us, the Company does not hold any fixed assets other than immovable property. Accordingly, paragraph 3(i)(b) of the Order is not applicable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) According to the 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, the provisions of paragraph 3 (iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013, to the extent applicable with respect to guarantees given. Further, Company has not given any loans and made any investments as specified under Section 185 and 186 of the Act.
- (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 income-tax, cess and other statutory dues have generally been regularly deposited by the Company with the appropriate authorities. As explained to us, the

Company did not have any dues on account of duty of excise, duty of customs, provident fund, employees' state insurance, sales tax, service tax and value added tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of income-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, there are no dues of income tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, the Company did not have any outstanding dues to any 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) The provisions of section 197 of the Companies Act 2013 are not applicable to the Company. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- (xii) According to the information and explanations given to us, the Company is not a nidhi company. Accordingly, para 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 have been disclosed in the 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. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (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: 12th May 2017

Rakesh Dewan
Partner
Membership number: 092212

Annexure B to the Independent Auditor's Report of even date on the financial statements of Delta Softpro Private 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 Delta Softpro Private 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

Place: Gurgaon

Date: 12th May 2017

Rakesh Dewan

Partner

Membership number: 092212

Delta Softpro Private Limited

in Rs.million

Balance Sheet	Notes	As at March 31, 2017	As at March 31, 2016
Equity and liabilities			
Shareholders' funds			
Share capital	3	77.96	72.86
Reserves and surplus	4	(19.08)	(16.74)
		58.88	56.12
Current liabilities			
Trade payables	5		
- total outstanding dues of micro enterprises and small enterprises;			
- total outstanding dues of creditors other than micro enterprises and small enterprises		0.44	0.40
Other current liabilities	6	0.03	3.30
		0.47	3.70
TOTAL		59.35	59.82
Assets			
Non-current assets			
Fixed assets			
Tangible assets	7	58.02	58.70
Current assets			
Cash and bank balances	8	1.07	0.87
Short-term loans and advances	9	0.26	0.25
		1.33	1.12
TOTAL		59.35	59.82
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the 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
Delta Softpro Private Limited

Rakesh Dewan
Partner
Membership No. : 092212

Ajay Mankotia
Director

Basker Kasinathan
Director

Saurav Banerjee
Director, Finance and Group CFO

Place: Gurgaon
Date: 12th May 2017

Place: New Delhi
Date: 05th May 2017

Delta Softpro Private Limited

In Rs 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
Expenses			
Operations and administration expenses	10	1.55	1.61
Depreciation and amortisation expense	11	0.69	0.69
Finance costs	12	0.10	1.09
Total expenses		2.34	3.39
Loss for the year		(2.34)	(3.39)
Loss per equity share [nominal value Rs 10 per share (previous year Rs 10 per share)]			
Basic and diluted	13	(0.30)	(0.52)

Summary of significant accounting policies

The accompanying notes are an integral part of the 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
Delta Softpro Private Limited

Rakesh Dewan
Partner
Membership No. : 092212

Ajay Mankotia
Director

Basker Kasinathan
Director

Saurav Banerjee
Director, Finance and Group CFO

Place: Gurgaon
Date: 12th May 2017

Place: New Delhi
Date: 05th May 2017.

Delta Softpro Private Limited

In Rs million

Cash Flow Statement	Year ended March 31, 2017	Year ended March 31, 2016
Cash flow from operating activities		
Loss before tax	(2.34)	(3.39)
Adjustment for:		
Depreciation expense	0.69	0.69
Finance cost	0.10	1.09
Operating profit before working capital changes	<u>(1.55)</u>	<u>(1.61)</u>
Movements in working capital :		
Increase in trade payables	0.03	0.10
(Increase)/ decrease in other current liabilities	0.03	(8.51)
Increase in short-term loans and advances	(0.01)	(0.25)
Net cash flow used in operating activities (A)	<u>(1.50)</u>	<u>(10.27)</u>
Cash flows from investing activities		
Purchase of fixed assets	(3.30)	-
Net cash flow from investing activities (B)	<u>(3.30)</u>	<u>-</u>
Cash flows from financing activities		
Proceeds from the issue of share capital	5.10	11.20
Finance cost	(0.10)	(1.09)
Net cash flow from financing activities (C)	<u>5.00</u>	<u>10.11</u>
Net increase/(decrease) in cash and cash equivalents (A + B + C)	<u>0.20</u>	<u>(0.16)</u>
Cash and cash equivalents at the beginning of the year	0.87	1.03
Cash and cash equivalents at the end of the year	<u>1.07</u>	<u>0.87</u>
Components of cash and cash equivalents	As at	As at
	<u>March 31, 2017</u>	<u>March 31, 2016</u>
Balances with bank:		
- Current accounts	1.07	0.87
Total	<u>1.07</u>	<u>0.87</u>

Summary of significant accounting policies

2

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

Note :

The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard - 3 as notified 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
Delta Softpro Private Limited

Rakesh Dewan
Partner
Membership No. : 092212

Ajay Mankotia
Director

Basker Kasinathan
Director

Saurav Banerjee
Director, Finance and Group CFO

Place: Gurgaon
Date: 12th May 2017

Place: New Delhi
Date: 05th May 2017

Delta Softpro Private Limited

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

1. Corporate information

The Company was incorporated on September 4, 2006 under the Companies Act, 1956. The Company was acquired by New Delhi Television Limited w.e.f February 24, 2012. The Company owns an industrial plot in Noida (U.P.) and currently has no other operations.

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 in accordance with the Company's operating cycle and other relevant criteria. Based on the nature of the product or services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

2.2 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 recognised 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 where 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 their present value.

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

2.3 Tangible assets

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

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.

Assets head	Useful life (year)
Leasehold land	As per lease term (90 years)

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.

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

Delta Softpro Private Limited

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

2.4 Cash and cash equivalents

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

2.5 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 when the results will be anti-dilutive.

2.6 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.

2.7 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.

Delta Softpro Private Limited

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

3. Share capital

In Rs million except per share data

	As at March 31, 2017	As at March 31, 2016
Authorised		
10,000,000 equity shares (previous year 10,000,000) of Rs. 10/- each	100.00	100.00
Issued, subscribed and fully paid-up		
7,796,123 equity shares (previous year 7,286,123) of Rs. 10/- each	77.96	72.86
	77.96	72.86

(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	In Rs millions	Numbers	In Rs millions
At the beginning of the year	7,286,123	72.86	6,055,623	60.56
Issued during the year	510,000	5.10	1,230,500	12.30
Outstanding at the end of the year	7,796,123	77.96	7,286,123	72.86

(b) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Equity shares	As at March 31, 2017		As at March 31, 2016	
	Numbers	In Rs millions	Numbers	In Rs millions
Equity shares of Rs. 10 each fully paid up held by:				
New Delhi Television Limited, holding company	7,796,123	77.96	7,286,123	72.86

(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 shares of Rs. 10 each fully paid				
New Delhi Television Limited	7,796,123	100%	7,286,123	100%

(d) Rights, preferences and restrictions attached to the 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.

Delta Softpro Private Limited

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

4. Reserves and surplus

in Rs million

	As at Mar 31, 2017	As at March 31, 2016
Deficit in the Statement of Profit and Loss		
Balance as at the beginning of the year	(16.74)	(13.35)
Loss for the year	(2.34)	(3.39)
Balance as at the end of the year	(19.08)	(16.74)
Total Reserves and surplus	(19.08)	(16.74)

5. Trade payables

in Rs million

	As at Mar 31, 2017	As at March 31, 2016
Trade payables		
-total outstanding dues of micro enterprises and small enterprises(refer note 15)	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises*	0.44	0.40
	0.44	0.40

* Includes amount payable to New Delhi Television Limited, a related party Rs 0.16 million (previous year Rs. 0.11 million).

6. Other current liabilities

in Rs million

	As at Mar 31, 2017	As at March 31, 2016
Payable against purchase of fixed assets	-	3.30
Statutory dues payable	0.03	-
	0.03	3.30

Delta Softpro Private Limited

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

8. Cash and bank balances

in Rs million

	As at Mar 31, 2017	As at March 31, 2016
Cash and cash equivalents		
Cash in hand	0.03	-
Balances with banks:		
- Current accounts	1.04	0.87
	<u>1.07</u>	<u>0.87</u>

9. Short term loans and advances

in Rs million

	As at Mar 31, 2017	As at March 31, 2016
Other loans and advances		
Prepaid expenses	0.26	0.25
	<u>0.26</u>	<u>0.25</u>

10. Operations and administration expenses

in Rs million

	For the year ended March 31, 2017	For the year ended March 31, 2016
Auditors remuneration*	0.32	0.40
Legal, professional and consultancy	0.16	0.08
Lease rent on tangible assets	1.05	1.10
Rates and taxes	0.02	0.03
	<u>1.55</u>	<u>1.61</u>

*Auditors remuneration

in Rs million

	For the year ended March 31, 2017	For the year ended March 31, 2016
As auditor:		
Audit fees	0.31	0.38
Reimbursement of expenses	0.01	0.02
	<u>0.32</u>	<u>0.40</u>

11. Depreciation

in Rs million

	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation on tangible assets	0.69	0.69
	<u>0.69</u>	<u>0.69</u>

12. Finance costs

in Rs million

	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest on leased assets	0.10	1.09
	<u>0.10</u>	<u>1.09</u>

13. Loss per equity share (LPS)

in Rs million except per share data

	For the year ended March 31, 2017	For the year ended March 31, 2016
Loss attributable to equity shareholders	(2.34)	(3.39)
Number of equity shares outstanding at beginning of the year (Nos.)	7,286,123	6,055,623
Add: Issue during the year	510,000	1,230,450
Number of equity shares outstanding at end of the year (Nos.)	7,796,123	7,286,123
Weighted average number of equity shares outstanding during the year for basic EPS (Nos.)	7,691,956	6,528,912
Weighted average number of equity shares outstanding during the year for diluted EPS (Nos.)	7,691,956	6,528,912
Basic loss per equity share (Rs.)	(0.30)	(0.52)
Diluted loss per equity share (Rs.)	(0.30)	(0.52)
Nominal value per share (Rs)	10	10

14. Related party disclosures

Names of related parties, where control exists or with whom transactions were carried out during each year and description of relationship as identified and certified by the management:

Name of related party and nature of relationship

New Delhi Television Limited : Holding company

Key Management Personnel

Ajay Mankotia : Director
 Basker Kasinathan : Director
 Saurav Banerjee : Director, Finance and Group CFO

Disclosure of related party transactions

The following table provides the total amount of transactions that have been entered into with related parties, in the ordinary course of business for the period ended March 31, 2017.

Nature of relationship/ transaction	in Rs million	
	Holding Company	
	For the year ended March 31, 2017	For the year ended March 31, 2016
Corporate guarantee in favour of Bank for loan availed by New Delhi Television Limited	178.20	178.20
Equity Shared Issued New Delhi Television Limited	0.51	12.31
	As at March 31, 2017	As at March 31, 2016
Balance outstanding at the year end Trade payable	0.16	0.11

Delta Softpro Private Limited

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

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

in Rs million

Particular	As at	
	March 31, 2017	March 31, 2016
(a) The amounts remaining unpaid to micro, small and medium enterprises as at the end of the year:		
- Principal	Nil	Nil
- Interest	Nil	Nil
(b) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006	Nil	Nil
(c) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	Nil	Nil
(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.	Nil	Nil
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
(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	Nil	Nil

16. Deferred Tax

In view of carry forward tax loss / unabsorbed depreciation and absence of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised, the Company has not recognised deferred tax asset.

17. 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 March 30, 2017 on the details of Specified Bank Notes (SBN) 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(INR)
Closing cash in hand as on November 8, 2016	-	0.00	0.00
(+) Permitted receipts	-	0.03	0.03
(-) Permitted payments	-	0.00	0.00
(-) Amount deposited in banks	-	-	-
Closing cash in hand as on December 30, 2016	-	0.03	0.03

* For the purpose 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 November 8, 2016.

18. Segment information

No business has been conducted by the company during the financial year ended on March 31, 2017. Accordingly, there is no reportable segment.

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
Delta Softpro Private Limited

Rakesh Dewan
Partner
Membership No. : 092212

Ajay Mankotia
Director

Basker Kasinathan
Director

Saurav Banerjee
Director, Finance and Group CFO

Place: Gurgaon
Date: 12th May 2017

Place: New Delhi
Date: 05th May 2017