NDTV

ANNUAL REPORT

2011-12

Contents

Board of Directors:

Dr. Prannoy Roy
Executive Co-Chairperson

Mrs. Radhika Roy
Executive Co-Chairperson

Mr. K V L Narayan Rao
Executive Vice-Chairperson

Mr. Vikramaditya Chandra
Group CEO & Executive Director

Mr. Amal Ganguli

Mr. Vijaya Bhaskar Menon

Ms. Indrani Roy

Mr. Pramod Bhasin

Audit Committee
Mr. Amal Ganguli-Chairperson
Mr. Vijaya Bhaskar Menon
Ms. Indrani Roy
Mr. K V L Narayan Rao
Mr. Pramod Bhasin
Mr. Vikramaditya Chandra

Remuneration Committee
Mr. Vijaya Bhaskar Menon-Chairperson
Mr. Amal Ganguli
Ms. Indrani Roy

Shareholder's and Investors Grievance Committee
Ms. Indrani Roy-Chairperson
Dr. Prannoy Roy
Mrs. Radhika Roy
Mr. K V L Narayan Rao

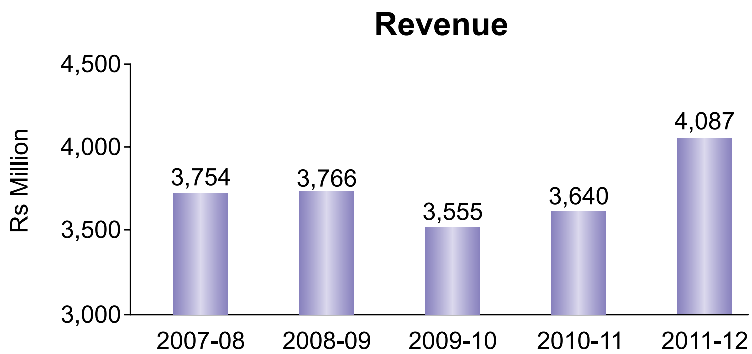
ESOP & ESPS Committee
Mrs. Radhika Roy
Mr. Vijaya Bhaskar Menon
Ms. Indrani Roy

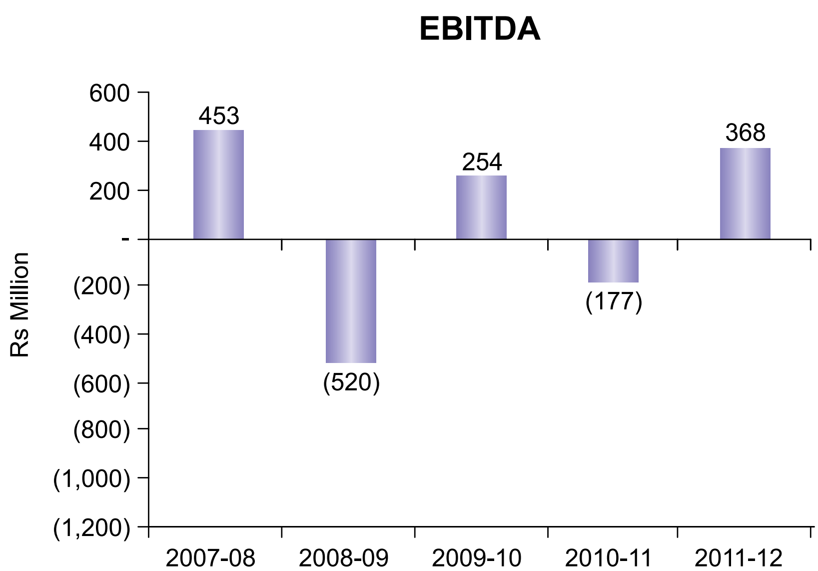
Company Secretary and Compliance Officer
Mr. Anoop Singh Juneja

Auditors
Price Waterhouse
Building- 8, 7th & 8th Floor,
Tower-B, DLF Cyber City, Gurgaon - 122002, Haryana
Phone+91 124 - 4620000
Fax+91 124 - 4620620

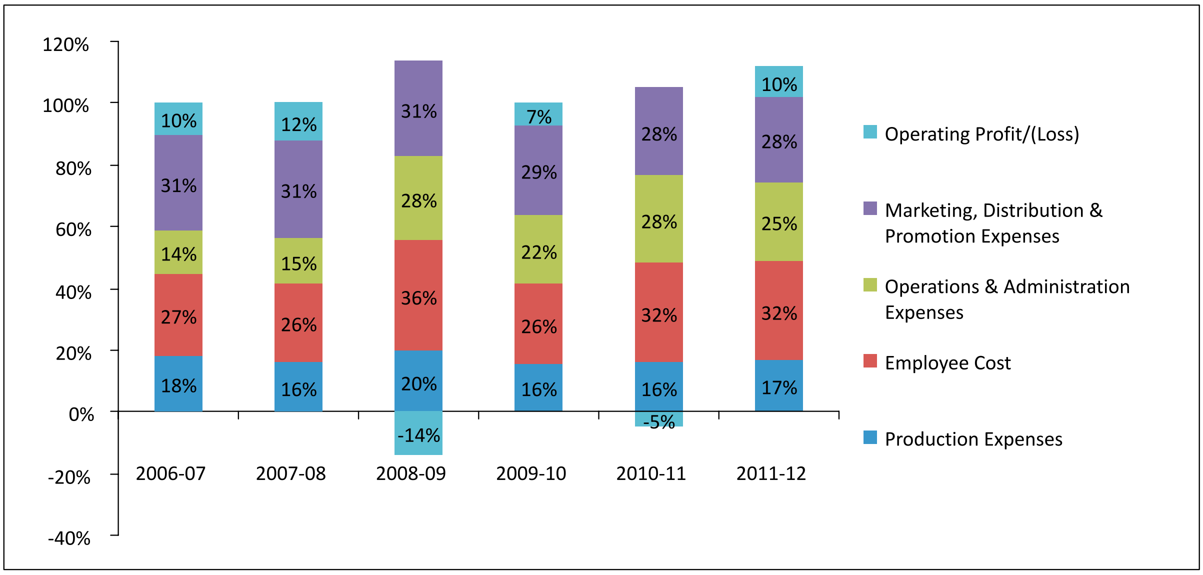
Registered Office
207, Okhla Industrial Estate, Phase-III,
New Delhi-110020.
Phone+91 11 - 4617 6300, 4617 6552
Fax+91 11 - 41735110

NEW DELHI TELEVISION LIMITED

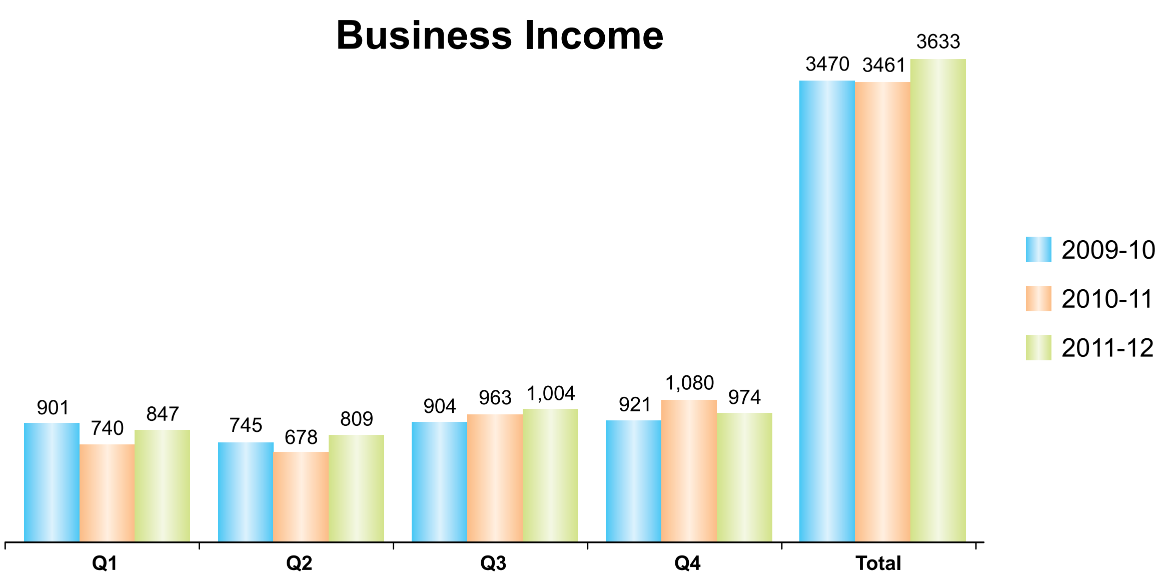




EXPENSES AS % TO TOTAL REVENUE



REVENUES FROM OPERATIONS



Awards of Excellence: 2011-2012

Special Projects

Exchange4Media Awards

- *Best Public Service Campaign for a Brand by a News Channel* –Save Our Tigers

RBS Earth Heroes Awards

- *The 'Inspire Award'*- Save Our Tigers

The Indian Television Academy Awards

- *Best Mini Series*-Save India's Coast

NDTV 24X7

Exchange4Media Awards

- *News Channel of the Year (English)*
- *Best Anchor* - Nidhi Razdan
- *Best News Coverage International* –Maya Mirchandani ,Road to Jaffna
- *Beat In-Depth Series* –Sudhi Ranjan Sen, Dantewada Massacre

News Television (NT) Awards

- *Best Public Debate Show (English)*-We the People
- *Best News Talk Show (English)*-Walk The Talk
- *Best Coverage of Cricket World Cup (English)*-Cup of Pride
- *Best TV News Anchor (English)*-Barkha Dutt
- *Best TV News Presenter (English)*-Vishnu Som

Ramnath Goenka Excellence in Journalism Awards

- *Reporting on the Invisible Indian (Broadcast)*-Shikha Trivedi
- *Reporting on Politics and Government (Broadcast)*-Maya Mirchandani
- *Best Sports Journalist (Broadcast)*-Anjali Doshi

NDTV India

Exchange4Media Awards

- *Best News Coverage National* –Jaanbaz Parindey

News Television (NT) AWARDS

- *Best Auto Show (Hindi)*-Raftaar
- *Best Lifestyle & Fashion News Show (Hindi)*-Dilli Ka Zakia
- *Best Public Debate Show (Hindi)*-Muqabla
- *Best Business News Programme (Hindi)*-Budget ki ABC
- *Best Investigative News Report (Hindi)*-Post-morterm
- *Best Innovative Use of Techniques/Technology for New Graphics (Hindi)*-Amit Mitra
- *Best TV News Reporter (Hindi)*-Parimal Kumar

Ramnath Goenka Excellence in Journalism Awards

- *Reporting in Hindi (Broadcast)*-Hridayesh Joshi
- *Investigative Reporting (Broadcast)*-Rajat Kain

Awards of Excellence: 2011-2012

Insight TV Media Awards

- *Cameraman of the Year*-Rizwan Khan,NDTV Bhopal

NDTV Goodtimes

Indian Television Academy Awards

- *Best Fashion & Lifestyle Show* –Band Baaja Bride
- *Best Travel Show* –Ten Things To Do Before You Say Bye

NDTV Convergence

Asia Digital Media Awards

- *Best Tablet App (Silver)*

IAMAI Awards

- *First runners up for Best News Content Website*-www.ndtv.com

Dear Shareholders,

There are many aspects of India's media that make us proud. We have among the most vibrant and free media in the world - full of energy, creativity and diversity. No other developing country has a media sector that comes anywhere close to ours in India. In fact, our media is in many ways freer and more creative than the media in most advanced nations. Your company is honoured to be one of the leaders at the forefront of creating the media revolution in India. From the days of "The World This Week", to the first ever privately produced daily news show "The News Tonight", to launching India's first 24 hour news channel, NDTV has always been seen as the pioneer. Even now your company has tried to maintain these high standards and is today widely seen as India's most credible and non-sensational television news broadcasters. We are proud of this legacy and are very grateful to you for your constant support and encouragement. Because in the final analysis, quality and integrity will be the most successful and the brand that you have helped us create will triumph over all others who seek short term gains through tabloid news and dumbing-down content to gain eyeballs at any cost. In the cluttered, over-competitive world today the single most important factor that survives, stands out and succeeds is the ***brand*** you create. Your brand, NDTV, is widely reported to be the finest brand in Indian media.

We will of course have to face short term challenges. Nevertheless, we are determined to stay firmly with our commitment to the finest journalism and the highest levels of quality reporting. Our path to the future is to keep yours and the Indian viewers' trust and faith. We will fight unswervingly for what is right in our country and launch campaigns to ensure any deep malaise in our system is highlighted and corrected. We are proud of our campaigns on schooling, fitness, water, saving the tiger and of course our Greenathon for improving our environment. In addition to good journalism, making a difference with a positive impact on our society is in NDTV's DNA. We exist for these objectives.

Once again thank you for your amazing loyalty and support to our vision of NDTV. We are deeply grateful and promise you that we will do everything in our ability to make your partnership with the NDTV brand an experience that is both fruitful as well as one that makes you proud too.

Radhika Roy & Dr. Prannoy Roy
(Executive Co-Chairpersons)

New Delhi Television Limited

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Twenty Fourth Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2012.

Financial Results

The summarized financial results for the year ended March 31, 2012 are as follows:-

	Year ended 31.03.2012 (Rs. in Crores)	Year ended 31.03.2012 (Rs. in Crores)	Year ended 31.03.2011 (Rs. in Crores)	Year ended 31.03.2011 (Rs. in Crores)
	Standalone	**Consolidated**	**Standalone**	**Consolidated**
Business Income	377.90	483.37	354.56	425.02
Other Income	30.78	22.89	9.48	28.30
Total Income	**408.68**	**506.26**	**364.04**	**453.33**
Profit/(Loss) before Tax	**(17.40)**	**(86.22)**	**(94.92)**	**(173.50)**
Employee Stock Compensation Expense	–	–	–	–
Provision for Tax / Others	1.75	9.04	3.71	5.49
Share of Minority	–	(6.22)	–	(4.04)
Share in profit of associates	–	1.67	–	1.06
Exceptional gain on dilution in stake in a subsidiary	–	–	–	–
Net Profit/(Loss) after Tax	**(19.15)**	**(87.37)**	**(98.64)**	**(173.89)**
Balance brought forward from previous year	(98.64)	(49.42)	(77.93)	87.07
Addition on account of merger	–	–	1.75	–
Adjusted against reserve & surplus as per Scheme of Arrangement of merger	–	–	76.18	37.39
Adjustment against appropriation of minority	–	10.30	–	–
Appropriation: Transfer to General Reserve	(117.78)	(126.49)	(98.64)	(49.42)
Proposed Dividend on Equity Shares	–	–	–	–
Tax on Dividend	–	–	–	–
Profit carried to Balance Sheet	(117.78)	(126.49)	(98.64)	(49.42)

The Year Under Review

During the year under review, the Company achieved a turnover of Rs 408.68 crores and operating Profit before depreciation, interest and tax of Rs.36.75 crores.

The Company's operating loss before tax was Rs. (17.40) crores, operating loss after tax was Rs. (19.15) crores and earning per share Rs. (2.97) (Basic) and Rs. (2.97) (Diluted).

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

Audited consolidated financial statements for the year ended March 31, 2012 also form a part of this Report.

Dividend

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

Deposits

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

Corporate Governance

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

The Company

During the year, the Company entered into significant agreements in respect of following transactions:

1. The Company and its JV partner, Kasturi and Sons Limited entered into a share purchase agreement with Educational Trustee Company Private Limited (ETCPL), promoters of the leading Tamil daily 'Dina Thanthi', to sell its stake in Metronation Chennai Television Limited (MNC). Pursuant to the aforesaid Share Purchase Agreement, the Company has received the approvals from Ministry of Information and Broadcasting for change in shareholding and Directors of MNC and for change in the name of the channel to 'Thanthi TV' and the channel logo. The transaction is expected to be completed shortly.
2. NDTV entered into an agreement with Dish Network ("Echostar") for live broadcast of the Channel NDTV 24X7 on the Dish Network in the USA. NDTV 24x7 is the only Indian TV channel to be part of Echostar's international base pack.

Scheme of Amalgamation

During the year, the Company filed application with the Hon'ble High Court of Delhi, for the merger of NDTV One Holdings Limited ("Transferor Company") with the Company ("Transferee Company"). Pursuant to the order of the Hon'ble High Court of Delhi, the court convened meeting of creditors and members were held on January 31, 2012 and the proposed cross border merger was approved by majority.

During the quarter ended June 30, 2012, final hearing on the Scheme was held on May 16, 2012 before Hon'ble High Court of Delhi and the approval to the Scheme was granted by the Hon'ble Court. Further, the Company has received the summary order dated May 16, 2012 and has applied for a certified copy of the detailed order. The same is yet to be received by the Company. The appointed date of Scheme is January 1, 2012, which will be effective on the filing of certified copy of the detailed order with the Registrar of Companies, NCT of Delhi & Haryana.

Further, the Company had initiated steps to simplify the structure of its direct and indirect subsidiaries in India and overseas. As part of this exercise, NDTV Two Holdings Limited and NDTV Three Holdings Limited, subsidiaries of the Company in Mauritius and NDTV Networks Plc, the UK subsidiary of the Company were liquidated during the year. The other subsidiary of the Company in Mauritius, namely NDTV (Mauritius) Media Limited was merged with NDTV One Holdings Limited, w.e.f. September 2011.

Subsidiary Companies and Growth

During the year, the Company acquired share capital of NDTV Worldwide Limited from NDTV Worldwide Mauritius Limited consequent to which NDTV Worldwide became direct subsidiary of the Company. NDTV Worldwide Limited is the media services division offering a range of services from setting up and managing channels to broadcast training, channel branding and technology consultancy.

Further, Delta Softpro Private Limited became wholly owned subsidiary of the Company subsequent to the acquisition of entire share capital of Delta Softpro by the Company on February 24, 2012.

Financial Statements of the Subsidiary Companies

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

The Company shall furnish a hard copy of details of accounts of subsidiary companies, upon receipt of a requisition, from any shareholder.

Employee Stock Option Plan (ESOP-2004)

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

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

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

Employee Stock Purchase Scheme 2009 (ESPS -2009)

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

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

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

Significant Events and Social Initiatives

In its endeavor to create social awareness, the Company organized campaigns on a number of social issues to support education, health, rural electrification and awareness on climate change. All of these garnered massive public support and appreciation.

Greenathon: In partnership with the multinational automaker, Toyota, the Company in 2008 launched a nationwide campaign- “NDTV Toyota Greenathon” to spread awareness on climate change and rural electrification. Greenathon was supported by many bollywood actors, politicians, intellectuals and received an overwhelming response from people across the country. There have been four successful seasons of Greenathon campaign resulting in donations to help funding electrification in rural India. In the year 2012, the people have once more joined this campaign, through an epic Green Run, to spread the awareness on environmental change similar to the previous years.

Save Our Tiger: The Company in association with the telecom Company, Aircel, initiated a unique campaign - “Save Our Tiger”. The campaign is aimed to create awareness among Indians about the rapidly decreasing tiger population in India. As part of the campaign a special show was aired to engage all the key stakeholders and tiger experts to voice their opinion on the actions needed to protect the tigers. The campaign ambassador, Mr. Amitabh Bachchan, highlighted the key issues of tiger conservation. The funds raised at telethon were donated to equip and train forest departments and to set up tiger task forces in key reserves across the country. For this NDTV has been joined by a dedicated partnership pledge from the Wildlife Conservation Trust (WCT).

“Save Our Tiger” campaign, won the Best Public Service Campaign for a brand by a news channel in 2011.

In the field of education, NDTV launched the **‘Support My School’** and **‘Marks for Sports’** campaigns.

Support My School Campaign: NDTV and its campaign partners Coca-Cola India, Charities Aid Foundation (CAF), UN-Habitat and Sulabh International jointly organised the “Support My School” campaign to create awareness on water and sanitation, environment and healthy active living. The campaign aimed to develop healthy, active and happy schools in rural and semi-urban towns. A special event was organized to promote the campaign and was supported by the campaign ambassador, Mr. Sachin Tendulkar and bollywood actor Mr. Sanjay Dutt. The funds raised at the event were donated for providing the facilities to more than 140 schools.

Marks for Sports campaign is the initiative under the "Fit India Movement" of NDTV and Nirmal Lifestyle. The campaign aims to promote inclusion of sports in the school curriculum. "Marks for Sports" aims to develop fitter, active and healthier lifestyles for the youth of today. As part of a special launch event, Development & Campaign Ambassador, Mr. Ranbir Kapoor emphasized the importance of Sports in school curriculum. The launch event was attended by various legendary sports personalities.

The **'Jeene ki Aasha'** campaign focused on Maternal and Childcare issues around the country. The campaign was launched in 2011 with the Gates Foundation. The drive was encouraged by the various celebrities and by the goodwill ambassador of UNICEF. The campaign highlighted the poor healthcare services in the rural areas. The movement helped in improvement of healthcare services to great extent.

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

Directors

In accordance with the provisions of the Articles of Association of the Company, Mr. Vijaya Bhaskar Menon and Mr. Pramod Bhasin, Directors, are liable to retire by rotation at the ensuing Annual General Meeting and are eligible to be re-elected.

During the year, approval was granted by the Board to the appointment of Mr. Vikramaditya Chandra, as an Additional Director of the Company, subject to the receipt of requisite approval from the Ministry of Information and Broadcasting. The said approval was received on 26.09.2011 and Mr. Chandra was appointed as Additional Director on the Board w.e.f. November 1, 2011 to hold office till the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment.

The Board has also approved the appointment of Mr. Vikramaditya Chandra as Group CEO and Executive Director of the Company for a period of five years with effect from November 1, 2011.The appointment of Mr. Chandra is subject to the approval of the members of the Company at the ensuing Annual General Meeting and Central Government, if necessary.

Further, the Board, on the recommendation of remuneration committee, has approved the appointment of Dr. Prannoy Roy and Mrs. Radhika Roy as the Executive Co-Chairpersons of the Company for a period of five years with effect from July 1, 2011 and the appointment of Mr. K V L Narayan Rao, as Executive Vice-Chairperson of the Company for a period of five years with effect from July 29, 2011.The aforesaid appointments are subject to the approval of the members of the Company at the ensuing Annual General Meeting and Central Government, if necessary.

Directors' Responsibility Statement

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

1. that in the preparation of the annual accounts for the financial year ended March 31, 2012 the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. that the Directors have prepared the accounts for the financial year ended March 31, 2012 on a going concern basis.

Auditors

M/s. Price Waterhouse (Bangalore) (FRN 007568S), statutory auditors of the Company have communicated that they do not wish to offer themselves for reappointment at the conclusion of their present term of appointment, at the ensuing Annual General Meeting of the Company.

Further, the Company has received consent letter from M/s Price Waterhouse (Kolkata) (FRN 301112E), Chartered Accountants indicating their willingness to serve as the statutory auditors of the Company, if appointed at the ensuing Annual General Meeting. They have confirmed that if they are appointed as the Statutory Auditors of the Company, their appointment will be in accordance with the limits specified u/s 224(1B) of the Companies Act, 1956.

The Board recommends the appointment of M/s Price Waterhouse-Kolkata (FRN 301112E), Chartered Accountants as the Statutory Auditor of the Company.

With reference to point no. 4 of the Auditors Report to the members, the Directors state that the Company is in the process of obtaining the approval of the Central Government for taking its approval in respect of the managerial remuneration of the Directors.

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

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

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

A. Conservation of Energy

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

B. Research and Development

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

C. Foreign Exchange Earnings and Outgo

During the year, the Company had foreign exchange earnings of Rs. 20.51 crores (previous year Rs. 17.30 crores). The foreign exchange outgo on subscription, uplinking and news service , travelling, consultancy, software expenses, website expenses, repairs and maintenance and other expenses amounted to Rs. 15.58 crores (previous year Rs. 21.50 crores). Outgo on account of capital goods and others was Rs. 4.99 crores (previous year Rs. 4.61 crores).

Personnel

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

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

Acknowledgements

Your Directors express their grateful thanks and appreciation for the assistance and cooperation received from the investors, members, bankers and business associates for the cooperation extended to the Company. Your Directors also wish to thank the employees for the excellent performance and contribution to the Company’s progress during the year under review.

For and on behalf of the Board

Place : New Delhi
Date : July 31, 2012

Dr. Prannoy Roy
Executive Co- Chairperson

Radhika Roy
Executive Co- Chairperson

EMPLOYEE STOCK OPTION PLAN (ESOP-2004)

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

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

S. N.	Particulars	Details
1.	Options granted during the year (No.)	NIL
2.	The pricing formula	Exercise price of Rs. 4/- per share
3.	Options vested (as of March 31, 2012) (No.)	NIL
4.	Options exercised during the year (No.)	NIL
5.	Total number of shares arising as a result of exercise of Options during the year (No.)	NIL
6.	(a) Options lapsed/forfeited during the year (No.)	NIL
	(b) Options surrendered	NIL
7.	Variation of terms of options	No variation in terms of options during the year
8.	Money realized by exercise of Options during the year (Rs.)	NIL
9.	Total number of Options in force (as of March 31, 2012) (No.)	NIL
10.	Employee wise details of Options Granted to:	
	(a) Senior Management Personnel	During the year under review no Options were granted to the senior management personnel of the Company.
	(b) Any other employee who receives a grant in any one year of Option amounting to 5% or more of Option granted during that year	No employee is in receipt of the grant in any one year of Option amounting to 5% or more of Option granted during the year.
	(c) Identified employees who were granted Options, during one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	There is no employee who has been granted during one year, equal to or exceeding 1% of the issued capital.
11.	Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share'	Rs. (2.97)

<table>
<tr><th>S. N.</th><th>Particulars</th><th colspan="3">Details</th></tr>
<tr><td>12.</td><td>Where the Company has calculated the Employee Compensation cost using the intrinsic value of Stock Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of Options.

The impact of this difference on profits and on EPS of the Company</td><td colspan="3">The Company has used intrinsic value method for calculating the Employee Compensation Cost with respect to the Stock Options.

If the Employee Compensation Cost for the ESOP had been determined in a manner consistent with the Fair Value approach, the Stock Option Compensation Expenses would remain the same. Accordingly, there would be no impact on the loss for the year and the basic and diluted EPS of the Company.</td></tr>
<tr><td rowspan="10">13.</td><td rowspan="10">Weighted average exercise prices and Weighted average fair value of Options for options whose exercise price either equals or exceeds or is less than the market price of the stock</td><td>Grant Date</td><td>Exercise Price</td><td>Weighted average fair value of options as at the grant date (Rs.)</td></tr>
<tr><td>June 30, 2005</td><td>Rs. 4</td><td>209.66</td></tr>
<tr><td>Sept. 19, 2005</td><td>Rs. 4</td><td>232.13</td></tr>
<tr><td>Dec. 1, 2005</td><td>Rs. 4</td><td>176.42</td></tr>
<tr><td>April 20, 2006</td><td>Rs. 4</td><td>250.63</td></tr>
<tr><td>April 20, 2006</td><td>Rs. 4</td><td>252.35</td></tr>
<tr><td>July 1, 2006</td><td>Rs. 4</td><td>167.14</td></tr>
<tr><td>Aug 1, 2006</td><td>Rs. 4</td><td>150.08</td></tr>
<tr><td>Oct 17, 2007</td><td>Rs. 4</td><td>352.21</td></tr>
<tr><td>Oct 17, 2007</td><td>Rs. 4</td><td>349.79</td></tr>
<tr><td>14.</td><td>Description of the method and significant assumptions used during the year to estimate the fair value of Options, including the following weighted average information:
Risk Free interest rate (%)
Expected life
Expected volatility (%)
Expected Dividends
The price of the underlying share in market at the time of option grant</td><td colspan="3">Not Applicable</td></tr>
</table>

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

EMPLOYEE STOCK PURCHASE SCHEME (ESPS-2009)

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

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

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

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

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

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

During the year under review NIL equity shares were issued /allotted to the senior management personnel of the Company.</td></tr>
<tr><td rowspan="5">(b)</td><td rowspan="5">Any other employee who is issued / allotted shares in any one year amounting to 5% or more issued / allotted during that year</td><td colspan="2">No employee is in receipt of the issued / allotted of equity shares in any one year amounting to 5% or more equity shares issued / allotted during that year; except the following:</td></tr>
<tr><td>Director / Employee(s) Name</td><td>Equity Shares issued / allotted during the year (2009 – 10) (no.)</td></tr>
<tr><td>Mr. K V L Narayan Rao</td><td>1,37,500</td></tr>
<tr><td>Ms. Smeeta Chakrabarti</td><td>1,16,700</td></tr>
<tr><td>Total</td><td>2,54,200</td></tr>
<tr><td>(c)</td><td>Identified employees who were issued shares during any one year equal to or exceeding 1% of the issued capital of the Company at the time of issuance.</td><td colspan="2">There is no employee who has been issued equity shares during one year equal to or exceeding1% of the issued capital of the Company at the time of issuance.</td></tr>
<tr><td>4</td><td>Diluted Earning Per Share (EPS) pursuant to issuance of shares under ESPS</td><td colspan="2">Rs. (2.97)</td></tr>
<tr><td>5.</td><td>Consideration received against the issuance of shares</td><td colspan="2">Rs. 4 per share</td></tr>
</table>

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

Corporate Governance

Compliance Certificate regarding compliance of conditions of Corporate Governance

TO THE MEMBERS OF
NEW DELHI TELEVISION LIMITED

We have examined the compliance of conditions of corporate governance by **NEW DELHI TELEVISION LIMITED** ("the Company"), for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreements of the Company with the Stock Exchanges.

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

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

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

For **V.K. CHAUDHARY & CO**
(Company Secretaries)

CS VINEET K. CHAUDHARY
C.P. No-4548
Date: July 31, 2012

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

The corporate governance philosophy of the Company is based on upholding the highest standards of integrity, transparency, professionalism and accountability. The Company firmly believes that good corporate governance is critical to enhance and maintain investor trust. Accordingly, the Company always seeks to ensure that we attain our performance rules with integrity. The Company is committed to the principles and features of corporate governance and has consistently followed high standards in all its activities and processes

Board of Directors

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

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March 31, 2012, are given below:

Name of Directors	Position	Directorships held as on March 31, 2012*	Committee membership in all Companies***	Chairmanship in Committees where they are Members***
Dr. Prannoy Roy	Executive Co-Chairperson (Promoter)**	11	7	2
Mrs. Radhika Roy	Executive Co-Chairperson (Promoter)**	10	6	-
Mr. K V L Narayan Rao	Executive Vice-Chairperson	8	7	4
Mr. Vikramaditya Chandra	Group CEO & Executive Director	4	3	-
Mr. Amal Ganguli	Non-Executive Independent Director	15	11#	5
Ms. Indrani Roy	Non-Executive Independent Director	2	2	1
Mr. Vijaya Bhaskar Menon	Non-Executive Independent Director	2	2	-
Mr. Pramod Bhasin	Non-Executive Independent Director	3	1	-

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

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

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

#Includes Committee membership in all Private and Public Indian Companies.

Meetings & Attendance

The Board met four times during the financial year under review on – May 2-3, 2011, July 29, 2011, November 1, 2011 and February 9, 2012.The maximum time gap between any two Board Meetings was less than four months.

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

Name of the Directors	Board Meetings held during the year	Board meetings attended	Whether attended last Annual General Meeting (AGM)
Dr. Prannoy Roy	4	4	Yes
Mrs. Radhika Roy	4	4	Yes
Mr. K V L Narayan Rao	4	4	Yes
Mr. Vikramaditya Chandra*	4	2	Yes**
Mr. Amal Ganguli	4	4	Yes
Ms. Indrani Roy	4	4	Yes
Mr. Vijaya Bhaskar Menon	4	4	No
Mr. Pramod Bhasin	4	4	No

*Appointed as Director w.e.f. November 1, 2011

**Attended as Group CEO of the Company.

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

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

Audit Committee

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

- Overseeing the Company's financial reporting process.
- Recommending to the Board, the appointment, re-appointment or removal of the statutory auditors and their remuneration.
- Reviewing, with the management, the quarterly and annual financial statements before submission to the Board for approval.
- Considering and approving changes, if any, in accounting policies and practices.
- Overseeing compliance with listing and other legal requirements relating to financial statements.
- Reviewing the adequacy of the internal audit function and its operation.
- Reviewing the findings of any internal investigations by the internal auditors.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Review of Management Discussion and Analysis of financial condition and results of operations.
- Review of statement of significant related party transactions, submitted by management.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

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

The Audit Committee of the Board of Directors, as of March 31, 2012, is made up of the following directors:

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

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

Four Meetings of the Audit Committee of the Company were held during the year on May 3, 2011, July 29, 2011, November 1, 2011 and February 8, 2012.

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

Name of the Directors	No. of Committee meetings attended
Mr. Amal Ganguli	4
Ms. Indrani Roy	4
Mr. Vijaya Bhaskar Menon	4
Mr. Pramod Bhasin	4
Mr. K V L Narayan Rao	4
Mr. Vikramaditya Chandra*	1

*Appointed as member of Audit committee at the Board meeting dated November 1, 2011

CEO/CFO Certification

The Company is fully cognizant of the need to maintain adequate internal control to protect its assets and interests and for integrity and fairness in financial reporting and is committed to laying down and enforcing such controls of appropriate systems and procedures. Towards this the CEO and the CFO have certified to the Board by placing a certificate on the internal control related to the financial reporting process during the year ended March 31, 2012.

Remuneration Committee

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

The Remuneration Committee is made up of the following Directors as on March 31, 2012:

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

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

Three Meetings of the Remuneration Committee of the Company were held during the year on May 3, 2011, July 29, 2011 and November 1, 2011.

Remuneration Policy

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

The remuneration paid to executive directors during the year is as follows: **(Amount in Rs.)**

Name of the Directors	Salary*	Perquisites	Cost attributable to ESOP	Total
Dr. Prannoy Roy	56,09,936	2,12,555	–	58,22,491
Mrs. Radhika Roy	57,98,404	2,12,555	–	60,10,959
Mr. K V L Narayan Rao	83,49,707	92,080	1,70,977	86,12,764
Mr. Vikramaditya Chandra (w.e.f. November 1, 2011)	49,16,020	8,06,942	9,72,135	66,95,097
Total	**2,46,74,067**	**13,24,132**	**11,43,112**	**2,71,41,311**

*Salary includes allowances and contribution towards provident fund.

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

(Amount in Rs.)

Name of the Directors	**Sitting Fee**
Mr. Amal Ganguli	3,00,000
Ms. Indrani Roy	2,60,000
Mr. Vijaya Bhaskar Menon	2,20,000
Mr. Pramod Bhasin	-
Total	**7,80,000**

In view of the duties and responsibilities undertaken by them, in accordance with the provisions of law and the operating needs of the Company and as approved by the shareholders, the Company made an application to the Central Government for payment of remuneration to the non-executive directors for the year ended March 31, 2011, for a sum of Rs. 25.00 lacs as per details below. The application was approved by the Central Government on December 5, 2011. Accordingly, independent directors were paid remuneration subsequently on December 28, 2011, as shown below:

(Amount in Rs.)

1.	Mr. Amal Ganguli	12,00,000
2.	Ms. Indrani Roy	5,50,000
3.	Mr. Vijaya Bhaskar Menon	7,50,000

Equity shares of the Company held by the non-executive directors as on March 31, 2012 are as follows:

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

Shareholders' and Investors' Grievance Committee

The Shareholders' and Investors' Grievance Committee comprised the following directors as on March 31, 2012:

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

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

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

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

The number of shareholder complaints received during the financial year ended March 31, 2012 were 24 (twenty four) and all the complaints were resolved to the satisfaction of the shareholders. There were no pending complaints as on March 31, 2012.

Code of Conduct

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

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

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

I hereby confirm that the Company has obtained from all the members of the Board and senior management personnel of the Company, affirmation that they have complied with the Code of Conduct of the Company during the financial year 2011-12.

Place : New Delhi
Date : July 31, 2012

Vikramaditya Chandra
Group CEO and Executive Director

General Body Meetings

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

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

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

Year	Date	Time	Venue
2008-09	August 20, 2009	3.30 p.m.	Air Force Auditorium, Subroto Park, New Delhi
2009-10	August 4, 2010	3.30 p.m.	Air Force Auditorium, Subroto Park, New Delhi
2010-11	August 3, 2011	3.30 p.m.	Air Force Auditorium, Subroto Park, New Delhi

Eleven (11) special resolutions were passed by show of hands by the shareholders present at the last three Annual General Meetings. The Chairman of the Audit Committee was present at all the above AGMs.

During the Financial Year 2011-12, the Company did not pass any resolution through postal ballot.

Disclosures

(a) Companies within the same Group

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

(b) Related Party Transactions

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

(c) Compliances by the Company

The Company is in compliance with the various requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market. During the year 2011-12, no penalties/ strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital market.

(d) Non-Mandatory requirements

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

Means of Communication

(a) The quarterly results of the Company are published in Financial Express/Business Standard (English dailies) and in Jansatta/Business Standard (Hindi dailies) and are also available on the Company's website www.ndtv.com.

(b) The Company maintains a functional website www.ndtv.com containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials handling investor grievances. The Company also ensures that the contents of the said website are updated at any given point of time.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting (AGM)

The 24th Annual General Meeting of the Company will be held on:

Day, Date and Time: Thursday the 27th day of September, 2012 at 3.30 p.m

Venue: Siri Fort Auditorium, August Kranti Marg, New Delhi-110049

Financial Calendar

The next financial year of the Company is April 1, 2012 to March 31, 2013.

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

For the Quarter ending	Time period
June 30, 2012	last week of July 2012
September 30, 2012 - (results for the quarter as well as half year)	1st week of November, 2012
December 31, 2012	1st week of February, 2013
March 31, 2013 (year ending)	1st week of May, 2013

Book Closure

The book closure period is from Saturday September 22, 2012 to Thursday, September 27, 2012. (both days inclusive).

Listing on Stock Exchanges and the Stock Code allotted:

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

(a) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400001.

(b) National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051.

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

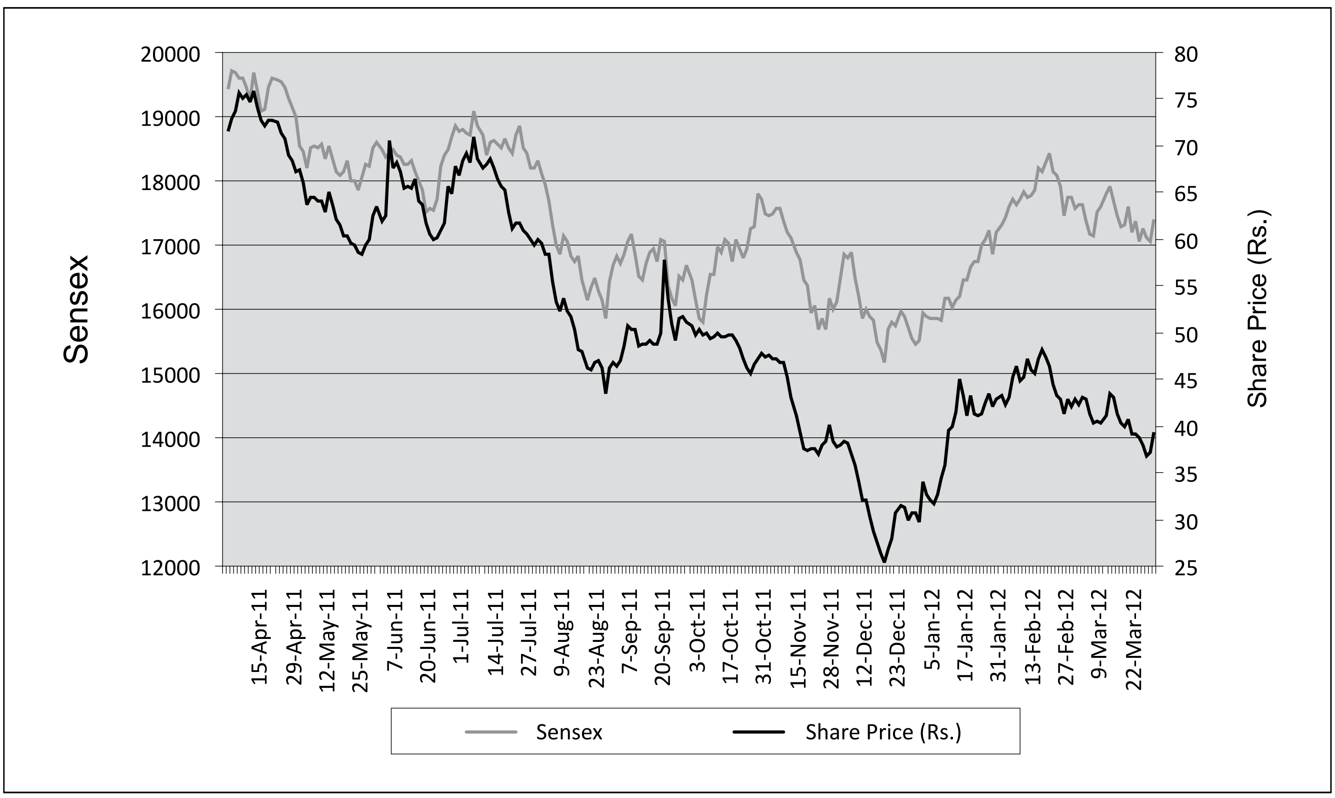
Name	Code
BSE Limited	532529
National Stock Exchange of India Limited	NDTV EQ
Demat ISIN Numbers in NSDL and CDSL	INE155G01029

The listing fee for the financial year 2012-13 has been paid to BSE Limited and National Stock Exchange of India Limited. The Company has also paid annual custodian fee for the year 2012-13 to NSDL & CDSL.

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

Month	BSE Limited (In Rs. per share)		National Stock Exchange of India Limited (In Rs. per share)	
	High	Low	High	Low
April, 2011	79.50	67.95	74.61	72.09
May, 2011	70.80	58.15	64.13	61.69
June, 2011	73.750	58.65	66.13	62.60
July, 2011	73.40	59.00	67.47	64.51
August, 2011	61.85	43.25	52.49	50.13
September, 2011	59.80	45.80	51.79	48.75
October, 2011	54.05	45.15	50.86	47.60
November, 2011	50.40	36.30	43.32	40.70
December, 2011	39.05	24.75	33.18	30.24
January, 2012	45.70	29.00	39.96	36.90
February, 2012	49.85	40.85	46.16	43.71
March, 2012	44.55	36.00	42.17	39.34

Performance in comparison to BSE Sensex



Shareholding Pattern

The shareholding pattern of the Company as on March 31, 2012 is as under:

NAME OF THE COMPANY : NEW DELHI TELEVISION LIMITED			
SCRIP CODE : 532529-NDTV	**NAME OF THE SCRIP : NEW DELHI TELEVISION LIMITED**		**CLASS OF SECURITY : EQUITY**
QUARTER ENDED : 31/03/2012			
	NOT APPLICABLE		
Partly paid-up shares	**No. of partly paid-up shares**	**As a % of total no. of partly paid-up shares**	**As a % of total no. of shares of the Company**
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	**0**	**0**	**0**
Outstanding convertible securities:	**No. of outstanding securities**	**As a % of total no. of outstanding convertible securities**	**As a % of total no. of shares of the Company assuming full conversion of the convertible securities**
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	**0**	**0**	**0**
Warrants:	**No. of warrants**	**As a % of total no. of warrants**	**As a % of total no. of shares of the Company, assuming full conversion of warrants**
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	**0**	**0**	**0**
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	**64471267 equity shares**		

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

Category Code	Category of Shareholder	Number of Share-holders	Total Number of Shares	Number of Shares Held in Demateri-alized form	Total Shareholding as a Percentage of Total Number of Shares		Shares Pledged or otherwise Encumbered	
					As A Percentage of (A+B)	As A Percentage of (A+B+C)	Number Of Shares	As A Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(e)	Any Other (Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (1) :	**3**	**39615168**	**39615168**	**61.45**	**61.45**	**0**	**0.00**
(2)	**FOREIGN**							
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Other (Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A)(2) :	**0**	**0**	**0**	**0.00**	**0.00**	**0**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**3**	**39615168**	**39615168**	**61.45**	**61.45**	**0**	**0.00**
(B)	**PUBLIC SHAREHOLDING**						**NA**	**NA**
(1)	**INSTITUTIONS**						**NA**	**NA**
(a)	Mutual Funds /UTI	1	114753	114753	0.18	0.18		
(b)	Financial Institutions /Banks	0	0	0	0.00	0.00		
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	151697	151697	0.24	0.24		
(f)	Foreign Institutional Investors	2	38400	38400	0.06	0.06		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (Specify)	0	0	0	0.00	0.00		
	Sub-Total (B)(1) :	**4**	**304850**	**304850**	**0.47**	**0.47**		
(2)	**NON-INSTITUTIONS**						**NA**	**NA**
(a)	Bodies Corporate	724	13318368	13318368	20.66	20.66		
(b)	Individuals							
	(i) Individual shareholders holding nominal share capital up to Rs.1 lakh	39349	9017939	8994731	13.99	13.99		
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	25	1990939	1990939	3.09	3.09		
(c)	Any Other (Specify)							
	Clearing Members	49	23119	23119	0.04	0.04		
	Non Resident Indians	269	199384	199384	0.31	0.31		
	Trust	2	1500	1500	0.00	0.00		
	Sub-Total (B)(2) :	**40418**	**24551249**	**24528041**	**38.08**	**38.08**		
	Total Public Share Holding (B)=(B)(1)+(B)(2)	**40422**	**24856099**	**24832891**	**38.55**	**38.55**	**NA**	**NA**
	Total (A)+(B)	**40425**	**64471267**	**64448059**	**100.00**	**100.00**		
(C)	**Shares held by custodians and against which Depository Receipts have been issued**	**0**	**0**	**0**	**NA**	**0.00**	**NA**	**NA**
(1)	**Promoter and Promoter Group**							
(2)	**Public**							
	GRAND TOTAL (A)+(B)+(C) :	**40425**	**64471267**	**64448059**	**100.00**	**100.00**	**0**	**0.00**

NA - Not Applicable

Distribution of Shareholding, as on March 31, 2012 is as under:

Category	Shareholders		Face value of Rs.4/- per share	
	Number	%	Amount (Rs.)	%
1-5000	39108	96.74	17323232	6.72
5001- 10000	562	1.39	4118260	1.60
10001- 20000	348	0.86	5278964	2.05
20001- 30000	132	0.33	3293376	1.28
30001- 40000	99	0.24	3514680	1.36
40001- 50000	48	0.12	2128964	0.83
50001- 100000	82	0.20	5457204	2.12
100001& Above	46	0.11	216770388	84.06
Total	40425	100.00	257885068	100.00

Dematerialization of Share and Liquidity

As on March 31, 2012 only 23208 shares constituting 0.04% of the total equity capital are in physical form. The shares of New Delhi Television Limited are actively traded on Stock Exchanges.

Employee Stock Option Plan (ESOP 2004)

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

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

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

Employee Stock Purchase Scheme 2009 (ESPS 2009)

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

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

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

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

Registrar and Share Transfer Agent

Registrar and Share Transfer Agent of the Company is:

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

Share Transfer System

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

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

Addresses for Correspondence

Plant Locations:

The Company does not have any manufacturing or processing plants.

Investor's Correspondence:

For transfer of shares in physical form and rematerialisation:

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

For Shares held in demat form:

To the respective depository participant.

Any query on Annual Report:

The Company Secretary

New Delhi Television Limited

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

For and on behalf of the Board

Place : New Delhi
Date : July 31, 2012

Dr. Prannoy Roy
Executive Co- Chairperson

Radhika Roy
Executive Co- Chairperson

Management's Discussion and Analysis

MANAGEMENT'S DISCUSSION AND ANALYSIS

INDUSTRY OUTLOOK

The media and entertainment industry is going through very significant developments that are going to play a major role in the future for most serious players of the industry, particularly those in the broadcast business.

Digitisation – The Game Changer

India continues to be the third largest TV market after USA and China with 146 million television households. Cable and Satellite (C&S) penetration of television households is close to 80 per cent, with Direct To Home (DTH) driving a significant part of the growth in the last 12 months. With the impending digitisation of all analogue cable subscribers imminent, penetration level of digital households will increase significantly over the next three years.

There are 500 large and about 60,000 small cable TV operators in India with a combined annual revenue of $4.5 billion. Because of slack regulation and archaic technology, operators do not disclose the actual number of their subscribers and piracy is rampant. A legislation enacted late in 2011 requires cable TV subscribers to shift from analogue wire connections to digital boxes by 2014, a move aimed at increasing capacity and ensuring transparency.

Digital television is expected to provide the consumer access to a larger number of TV channels, customized tariffs, availability of broadband and other value-added-services, and enhanced user experience through better viewing quality and consumer service.

As digitisation means that all TV signals will be received through a set top box that is "addressable", the immediate and long term effect will be an increase in the revenue share of broadcasters, leading to an approximate 30 per cent CAGR in subscription revenue from 2011 to 2016. For mature broadcasters, a significant share of subscription revenues is expected to flow to the bottom line.

The market appears to be large enough to accommodate both digital cable as well as DTH service providers. Unlike the television market in the United States or United Kingdom, which is heavily skewed towards one or the other kind of distribution platform, the Indian market is likely to see a co-existence of both the platforms. (*Source: Industry Reports, KPMG – FICCI Frames)*

Carriage fees have increased significantly over the last few years and have had a telling effect on the broadcast business. At present, carriage fees usually make up 30-40 per cent of a channel's total cost. With digitisation, Broadcasters as well as Multi System Operators (MSO) expect to see a reduction in carriage fees.As the shift to digitisation will boost the channel-carrying capacity of cable systems, it will lower the fees paid by the broadcaster in a classic demand and supply scenario.

Moreover, it must be remembered that with rampant under declaration in the analogue cable system, broadcasters never got a fair share of their subscription revenues, making the dependence on advertising virtually absolute. All this is expected to change dramatically with digitisation which will kick off in the four metros later this year in the first phase and cover the rest of the country by the end of 2014.

Apart from the reduction in carriage fees, the availability of credible subscription revenues will ensure the "game changing" effect for the industry.

Advertising Revenues

2011 has been a challenging year for the television broadcasting industry. Advertising rates faced pressure due to the continuing global and domestic economic slowdown, resulting in a lower than expected increase in advertising revenues, particularly in the second half of the year. At an aggregate level, the total TV advertising market is estimated to have grown around 12 per cent in 2011, substantially below the 15 per cent growth projected last year.

A study of the actual marketing spend of large advertisers suggests muted growth in 2011 (vis-à-vis 2010), further depressing advertising revenues for the television industry. Advertisers expect tighter budgets in 2012 given the current economic climate, and may face pressure to deliver 'more with less'. However, advertising can expect about 8-9 percent growth in the current fiscal year.

ACROSS ALL PLATFORMS

Television still remains the primary platform of choice for most Indians though significant numbers are beginning to consume news and other content on devices like smart-phones, tablets, and personal computers. India is reported to have a subscriber base of one million active users of mobile TV, while six million active subscribers have access to 3G services. NDTV is well poised to grab the opportunities that exist by ensuring that its content flows across multiple platforms, naturally customising itself to the needs of each. Today, NDTV 24x7 is watched by 56 per cent of viewers, NDTV India continues to retain its distinct positioning, and both are the preferred channels for policy makers and key decision influencers. As a leading Web 2.0 company, NDTV Convergence Limited ensures that the premium content produced by the NDTV Group is available for cross media platforms such as mobile phones, internet, ITV and IPTV.

Television: Leading the way

NDTV 24x7 continues to enjoy market leadership in the English News Genre. According to the latest study conducted by GfK Mode, with a sample size of 12,224 viewers across 14 cities, NDTV 24x7 is watched by 56% of the viewers (SEC AB, Male 25+).

The Company has also made its mark in the English lifestyle space with its popular channel NDTV Good Times, targeting an aspiring middle class with a growing disposable income. It has been the top Lifestyle channel for the bulk for the year.

NDTV channels are well distributed on cable as well as across most DTH platforms within India with high reach and viewership. The group channels are available on a greater number of packages offered by DTH service providers. DTH has come a long way in the past few years by showing swift growth, reaching about 40 million homes today. With cable TV networks also going digital, DTH operators are now looking at value added services such as video-on-demand (VoD) to maintain their appeal to the subscriber. As a first step, NDTV has launched VOD on Tata Sky for all NDTV channels.

Beyond Boundaries

NDTV 24x7 is the only News Channel from India which is now being beamed into 75 countries across the world, available in 18 million homes overseas, reaching out to not just the diaspora, but to India watchers in all these countries.

The channel is now available on Virgin Media in the UK. Reaching out to an additional 3 million plus households, NDTV 24x7 has become Asia's first and only news channel to be a part of Virgin's base pack along with other leading International news channels. With this launch on Virgin, NDTV 24x7 is now available across a large majority of the TV viewing homes across the UK.

NDTV 24x7 and NDTV Good Times were launched on Dish Network (Echostar), the largest platform for ethnic channels in the USA. NDTV 24x7 is the first Indian channel to be available in the Dish Network's International Base Pack. In addition, NDTV 24x7 is also available on the Hindi Mega Pack and the English News Pack. NDTV Good Times is available on the Hindi Mega Pack and the Masti Pack. NDTV 24x7 is estimated to reach over 175,000 households (approx. 700,000 viewers), while NDTV Good Times estimated to reach over 90,000 households (approx. 360,000 viewers).

NDTV 24x7 has renewed its relationship with BSkyB, thus ensuring that the channel will continue being available in over 8 million homes in the UK. In fact, the channel has appointed a new advertising agency in UK to widen our advertiser reach.

Convergence

NDTV Convergence Limited, which operates www.ndtv.com, saw a huge jump of 66 per cent in page views taking the number of such views to 2 billion for the year. Video views were at a staggering 2 billion minutes. With an average of 12 million "unique" or distinct visitors a month, NDTV.com is one of the most popular news sites in India and is a dominant player in the new media space, being the largest local general news destination in the country (ComScore, Nov 2011).

NDTV Convergence has launched its financial and business portal NDTVProfit.com as a one-stop destination for live market data, research and expert insight and business news. The website is focused at the fast growing community of investors in the country, many of them first-timers, and provides financial tools, easy and intuitive access to detailed and relevant data, tips and know-how to help manage personal wealth creation. It is a convenient, easy-to-use and very secure tool to track and plan not just an individual's wealth, but also that of his entire family…all in one place. High interactivity allows a user to connect with experts and anchors, get stock recommendations and investment tips on a real-time basis. The best-in-class Live TV experience is still the showcase of the site.

The Hindi portal, www.ndtvkhabar.com, was also re-launched in the year, resulting in a significant jump in page views, recording a 100% increase in page views in first month after launch.

Mobile: Innovative Apps

NDTV has been able to observe, and capitalise on, a huge opportunity that sees India emerging as the leader in new media, with the world's youngest population, fastest mobile phone adoption rate and the smartest minds. While mobile TV is yet to pick up in India on a large scale, broadcasters and telecom service providers have already launched TV-on-the-go services in larger mobile markets. NDTV has established itself as the market leader, in India, in news apps and has been awarded the 'Best Tablet App (Silver)' at the Asia Digital Media Awards for 2011. NDTV became a marquee partner for the Windows Phone 7 platform when the NDTV news app and the NDTV Good Times app were launched on it. Several other mobile apps were developed that were chosen as preferred partners. NDTV News app for Win 8 was launched and that became the preferred app partner for Microsoft. NDTV Profit app launched for iOS, Android and Nokia are already among the top 3 business apps in India. NDTV video alerts were also launched on two of the largest mobile service providers in India: Airtel and Vodafone. The Art of Living product is live on Airtel, and will be launched on other operators shortly.

New product launches and innovations have resulted in a healthy growth of 50% in revenues for NDTV Convergence which includes ndtv.com. and the mobile apps. We see this as a significant growth area for the future.

Value Add & Growth Business

NDTV Worldwide Limited continues to strengthen its client base every quarter. It provides solutions and media services to 16 clients across India and the world, offering turnkey management, channel setup, training in broadcasting and technical consultancy services. NDTV Worldwide has also added a host of new service offerings including business and financial advisory services, market entry and brand strategy, to its portfolio. Some of the new areas of opportunities the division is closely exploring are digital asset management and content monetization for the clients through cloud storing capabilities.

The revenues for the media services division for the year under review grew by 300% compared to the previous year.

Widening Revenue Sources

The strategy here has been two pronged; enhancing revenues from businesses beyond television and strengthening subscription revenues for the core TV business.

In the year, subscription revenues for the news network increased by 24% and helped the company post an operating profit even in an environment where advertising revenues have been subdued. We expect subscription revenues to do even better in the current year.

Apart from news, other businesses like NDTV Lifestyle, NDTV Convergence and NDTV World Wide have clocked strong revenues and registered a healthy growth in their businesses.

Enhancing Internal Efficiencies

NDTV recognises that while growth in business and augmentation of revenues is a vital need, it is equally important to ensure that existing businesses are managed with efficiency and costs are kept under control. With this key aspect in mind, NDTV has undertaken a group-wide exercise to improve efficiencies and cut wasteful expenses wherever warranted while ensuring at the same time that quality of content and production values are not compromised. The company continues to be recognised for maintaining the highest standards in all its programming.

The efficiency drive has ensured that operational and administrative expenses have come down by 31% during the year. Keeping the economic climate in mind, a tight control was exercised on on personnel and marketing costs.

Winner Takes All

Continuing its haul of awards from the previous years, NDTV has bagged several more in 2011. In August 2011, NDTV 24x7 was adjudged News Channel of the Year (English) at the exchange4media Awards. NDTV India's Jaanbaz Parindey bagged the Best News Coverage National award and Nidhi Razdan took home the Best Anchor trophy. Maya Mirchandani's "Road to Jaffna" was awarded the Best News Coverage International prize. The Best In-Depth Series was won by the programme on the Dantewada Massacre by Sudhi Ranjan Sen. "Save Our Tigers" was selected as the Best Public Service Campaign for a Brand by a News Channel.

At the Indian Television Academy Awards in September 2011, NDTV Good Times' show, "Band Baaja Bride" bagged the Best Fashion & Lifestyle Show award and its programme, "Ten Things To Do Before You Say Bye" got the Best Travel Show award. The channel also picked up accolades abroad: the Intermedia Globe Gold Awards for best Public Relations Culture interstitials for Good Times India and Visit Britain Media Awards 2011 (APMEA) for Outstanding Broadcast Feature.

In January 2012, NDTV bagged several awards at the Ramnath Goenka Excellence In Journalism Awards. NDTV 24x7's Shikha Trivedi was awarded for Reporting on the Invisible Indian (Broadcast); and NDTV 24x7's Maya Mirchandani won the award for Reporting on Politics and Government (Broadcast). Anjali Doshi (NDTV 24x7) was adjudged Best Sports Journalist (Broadcast) and Hridayesh Joshi of NDTV India was awarded for Reporting in Hindi (Broadcast). The award for Investigative Reporting (Broadcast) was given to NDTV India's Rajat Kain. Rizwan Khan from NDTV Bhopal was awarded the Cameraman of the Year at the Insight TV Media Awards.

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

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

Financial Condition

Share Capital

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

Particulars	**2012**		**2011**	
	Equity Shares (No.)	**Rs. in Million**	**Equity Shares (No.)**	**Rs. in Million**
Balance at the beginning of the year	64,471,267	257.89	64,459,527	257.84
Shares issued upon conversion of options issued under "ESPS- 2009"	–	–	11,740	0.05
Balance at the end of the fiscal year	64,471,267	257.89	64,471,267	257.89

Reserves & Surplus

a. Securities Premium Account **Rs. in million**

Particulars	**As at March 31,**	
	2012	**2011**
Securities premium account - As at April 1	5,077.01	1,737.96
Add: Amount credited on exercise of employee stock options issued under "Employee Stock Option Plan - 2004"	–	0.91
Add: Amount credited on account of Merger	–	3,488.37
Less: Amount adjusted against opening Profit & Loss (Debit Balance)	–	(150.23)
Securities premium Account - as at March 31	**5,077.01**	**5,077.01**

b. General Reserve

The balance as of March 31, 2012, amounts to Rs 52.70 million, same as in previous year.

c. Profit & Loss Account

During the year, the company incurred loss of Rs. 197.08 million. A statement of movement in profit and loss account is given below:

Rs. in million

Particulars	**For the year ended March 31,**	
	2012	**2011**
Profit & Loss Account at the beginning of the year	(986.38)	(779.30)
Add: Profit/(Loss) for the year	(191.45)	(986.38)
Add: Amount credited on account of Merger	–	17.51
Add: Amount adjusted against Reserves & Surplus	–	761.78
Profit/ (Loss) Carried forward to balance sheet	**(1,117.82)**	**(986.38)**

Secured and Unsecured Loans

The Company utilized an additional amount of Rs 286.19 million out of sanctioned limits during the year for funding its operational requirements.

Fixed Assets

The additions to fixed assets in the current year consisted of expense incurred for new Plant & Machinery, Computers, Vehicles & Other office equipments etc., acquired for supporting operations. The capital work in progress of Rs 2.18 million as of March 31, 2012 comprises assets being acquired for expansion and for replacement of existing depreciated unusable assets.

Investments

The company and its joint venture M/s. Kasturi and Sons Limited (KSL), on 20th Aug'11 entered into an agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metro Nation Chennai Limited (MNC).

Based on current market scenario during the year, the company has provided diminution in value of investments. The Company's investment in EMAAR MGF Limited has been provided for diminution in value by Rs 66.88 million in the current year (previous year Rs 39.56 million) aggregating to Rs. 106.44 million; and investment in Jai Prakash Power Ventures Limited has been provided for diminution in value by Rs 72.69 million (previous year Nil)

Further, Delta Soft pro Private Limited became wholly owned subsidiary of the Company subsequent to the acquisition of entire share capital of Delta Soft pro by the Company on February 24, 2012.

A statement of movement in Investments is given below:

Current Investments	**Rs. in million**	
Particulars	**As at March, 31**	
	2012	**2011**
Metronation Chennai Television Private Limited (Net of diminution of Rs. 163.72 million)	24.59	–
NDTV One Holding Ltd.	2.25	–
	26.84	**–**

Non-Current Investments	**Rs. in million**	
Particulars	**As at March, 31**	
	2012	**2011**
Investments in Subsidiaries		
NDTV Media Limited	8.50	8.50
NDTV Convergence Limited	0.11	0.11
NDTV One Holdings Ltd	–	2.25
NDTV Networks Limited	2,700.50	2,700.50
NDTV Worldwide Pvt Limited	1.10	0.10
Delta Soft Pro Pvt Limited	77.46	–
Others		
Emaar MGF Land Limited (Net of diminution of Rs. 106.44 million)	18.84	85.72
SBI Mutual Fund	1.00	1.00
Jai Prakash Power Venture Ltd (Net of diminution of Rs. 72.69 million)	137.32	210.01
	2,944.83	**3,008.19**

Results of operations

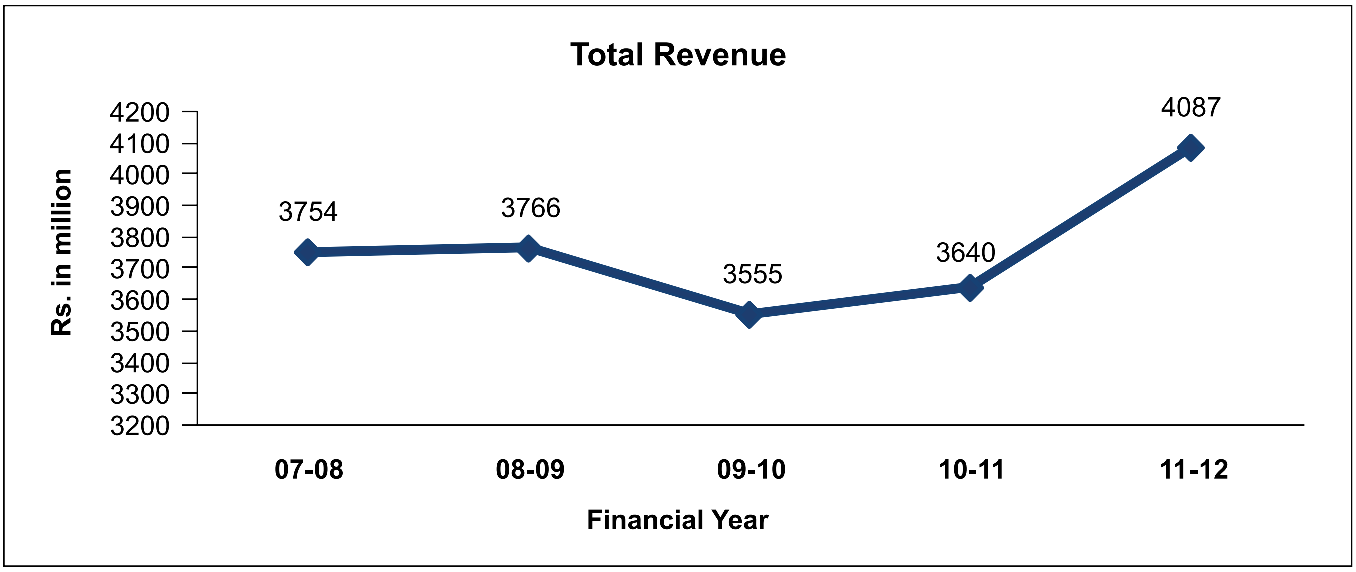
Revenues

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

Total Income

The total revenue increased by 13% from Rs 3,640.35 million in the previous year to Rs 4,086.81 million in the current year driven by an increase in subscription revenue, dividend income from investment in subsidiaries and other miscellaneous income.

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

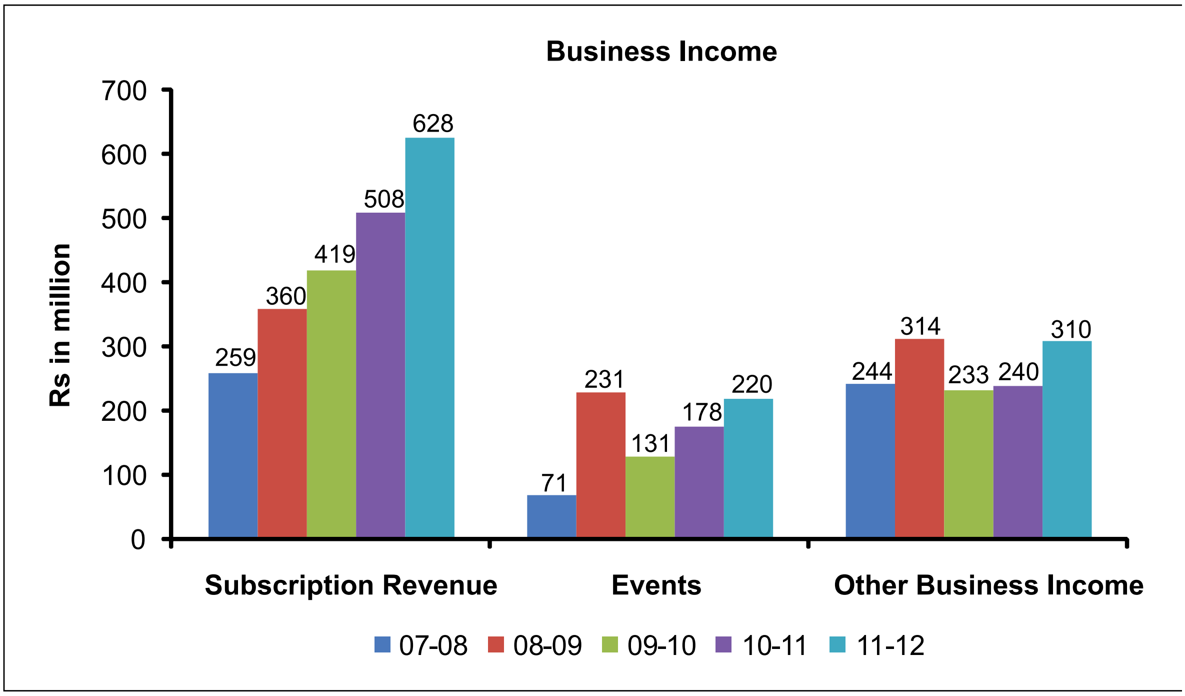


The following table sets forth the contribution of the different components towards total income for year ended March 31, 2012 and March 31, 2011.

Income for the year ended March 31,					**Rs. in million**
Particulars	**2012**	**%**	**2011**	**%**	**Growth%**
Advertising Sales (Including barter income)	2,621.53	64%	2,619.19	72%	0%
Subscription Revenue	627.62	15%	508.41	14%	23%
Events	219.64	5%	177.53	5%	24%
Other Business Income	310.19	8%	240.44	7%	29%
Business Income	1,157.45	28%	926.38	25%	25%
Other Income	307.83	8%	94.79	3%	225%
Total Income	**4,086.81**	**100%**	**3,640.35**	**100%**	**12%**

Business Income

Business Income for the year ended March 31, 2012 increased by 25% to Rs. 1,157.45 million from Rs 926.38 million last year. Among the major sources of business income, the subscription income has increased to Rs 627.62 million in comparison to Rs. 508.41 million last year mainly due to continuous growth in DTH subscribers. The event income from various special projects increased to Rs 219.64 million in the current year as against Rs. 177.53 million in the previous year.



Other Income

Other Income for the year ended March 31, 2012 is Rs 307.83 million as against Rs 94.79 million for the last year. This is mainly attributable to dividend income of 245 million from one of its subsidiary and the interest income from fixed deposits of Rs 55 million.

Expenses

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

Operating Cost

The total operating cost for the year ended March 31, 2012 has reduced by 3% from Rs. 3,817.79 million in the previous year to Rs. 3,719.30 million in the current year. The decrease in personnel, administrative and marketing expenses has been offset by increase in production expenses.

The following table depicts the different components of operating cost:

Operating expenses for the year ended March 31,					**Rs. in million**
	2012	**% of Revenue**	**2011**	**% of Revenue**	**Growth%**
Total Revenue	**4,086.81**	**100%**	**3,640.35**	**100%**	**12%**
Production Expenses	609.84	15%	582.83	16%	5%
Personnel Expenses	1,165.03	29%	1,178.92	32%	-1%
Operations & Administration Expenses	923.65	23%	1,025.97	28%	-10%
Marketing, Distribution & Promotion Expenses	1,020.78	25%	1,030.06	28%	-1%
	3,719.30	**91%**	**3,817.79**	**105%**	**-3%**

Production Expenses

Production Cost for the year ended March 31, 2012 increased by 5% from Rs 582.83 million in the previous year to Rs. 609.84 million in the current year. The major break up of the production expenses is provided in the table below:

Production expenses for the year ended March 31,					**Rs. in million**
	2012	**% of Revenue**	**2011**	**% of Revenue**	**Growth %**
Total Revenue	**4,086.81**	**100%**	**3,640.35**	**100%**	**12%**
Transmission & Uplinking	87.08	2%	75.37	2%	16%
Consultancy & Professional Fee	139.34	3%	152.30	4%	-9%
Travelling	122.30	3%	118.53	3%	3%
Subscription, Footage & News Service	66.96	2%	71.73	2%	-7%
Hire Charges	21.11	1%	17.70	0%	19%
Graphic, Music & Film Clip	20.57	1%	14.01	0%	47%
Video Tapes	3.94	0%	2.74	0%	44%
Software Expenses	12.55	0%	24.16	1%	-48%
Stores & Spares	5.63	0%	5.71	0%	-2%
Set Construction	10.74	0%	8.35	0%	29%
Panelist Fee	11.34	0%	4.84	0%	134%
Other Production Expenses	108.38	3%	87.39	2%	24%
Total Production Expenses	**609.84**	**15%**	**582.83**	**16%**	**5%**

The increase in production costs is mainly on account of expenditure on special project like ‘Mark for Sports’, programme like ‘Its My Life’ etc.

Employees Cost

Employees cost for the year ended March 31, 2012 decreased marginally by 1% from Rs 1178.92 million in the previous year to Rs 1,165.03 million in the current year.

Operating and Administrative Expenses

Operating and Administrative Expenses reduced by 3% from Rs 1,025.97 million in the previous year to Rs. 923.65 million in the current year. This reduction was mainly due to foreign exchange loss recorded during last year and lower legal & professional charges in the current year. The breakdown of the major components is as follows:

Operating & Administration expenses for the year ended March 31,					Rs. in million
	2012	**% of Revenue**	**2011**	**% of Revenue**	**Growth %**
Total Revenue	**4,086.81**	**100%**	**3,460.35**	**100%**	**12%**
Rent	187.74	5%	174.98	5%	7%
Communication	85.11	2%	73.13	2%	16%
Local conveyance & taxi hire	85.52	2%	89.60	2%	5%
Electricity and water	43.85	1%	49.29	1%	-11%
Vehicle	52.25	1%	49.52	1%	6%
Repair & maintenance	96.26	2%	85.77	2%	12%
Legal & professional	53.33	1%	89.70	2%	-38%
Insurance	36.26	1%	35.56	1%	2%
Loss on Sale/write off of Fixed Assets	–	0%	17.81	0%	-100%
Provision for doubtful debts/advances	42.43	1%	30.93	1%	37%
Bad debts & advances written off	14.52	0%	21.85	1%	-34%
Books, periodicals and news papers	23.24	1%	24.17	1%	-4%
Provision for diminution in value of investment	66.88	2%	60.52	2%	11%
Foreign exchange loss - net	–	0%	117.76	3%	-100%
Others	134.26	3%	105.38	3%	27%
Total Operating Expenses	**9.23.65**	**23%**	**1,025.97**	**28%**	**-10%**

Marketing, Distribution and Promotional Expenses

Marketing and distribution expenses for the year ended March 31, 2012 at Rs 1,020.78 million have decreased marginally compared to previous year which stood at Rs 1,030.06 million.

Finance Charges

During the year, the rate of interest has gone up due to increase in repo rates. Further, the company utilized additional working capital limits during the year to fund its business requirements. This has resulted into a higher finance cost of Rs. 14.07 million for the current year as compared to the last year.

Income Tax

During the year, the company has provided for an amount of Rs. 17.49 million for income tax provision for the current year.

Related party transactions

These have been discussed in detail in the notes to the financial statements. (Please refer note 35).

Disclaimer

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

Auditors' Report to the Members of New Delhi Television Limited

1. We have audited the attached Balance Sheet of New Delhi Television Limited (the "Company") as at March 31, 2012, and the related Statement of Profit and Loss and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. *We draw your attention to Note 36 on the financial statements regarding managerial remuneration paid in excess of that prescribed in the Schedule XIII to the Act, to the directors of the Company, aggregating Rs 8.30 Millions for the year ended March 31,2010 and aggregating Rs 4.94 Millions for the year ended March 31,2012 for which the Company is yet to receive requisite approvals from the Central Government. Had these excess amounts been recorded as recoverable from directors pending receipt of approval from the Central Government, the loss after taxation would have been Rs. 178.21 Millions as against the reported figures Rs. 191.45 Millions (Previous year Rs.978.07 Millions as against reported figure Rs.986.37 Millions), loss per share for the year would have been Rs. 2.76 as against the reported figure of Rs 2.97 (Previous year Rs. 15.17 as against reported figure of Rs. 15.3) and Current assets would have been Rs. 2,420.88 Millions as against reported figures of Rs. 2,407.64 Millions (Previous year Rs.2,338.11 Millions as against reported figures of Rs. 2,329.81 Millions)*
5. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
   (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the 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 appears from our examination of those books;
   (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
   (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
   (e) On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
   (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act and *except for the matter referred to in paragraph 4 above*, give a true and fair view in conformity with the accounting principles generally accepted in India:
      (i) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2012;
      (ii) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
      (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Price Waterhouse
Firm Registration No - FRN 007568S
Chartered accountants

Anupam Dhawan
Partner
Membership No - F 084451

Place of Signing: New Delhi
Dated : May 3, 2012

Annexure to Auditors' Report

Referred to in paragraph 3 of the Auditors' Report of even date to the members of New Delhi Television Limited on the financial statements as of and for the year ended March 31, 2012

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

   (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.

   (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.

2. (a) The inventory (stores & spares, video tapes) has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.

   (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

   (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

3. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clauses (iii)(b), (iii)(c) and (iii)(d) of paragraph 4 of the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) Order, 2004, are not applicable in the case of the Company for the current year.

   (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clauses (iii)(f) and (iii)(g) of paragraph 4 of the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) Order, 2004, are not applicable in the case of the Company for the current year.

4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

5. According to the information and explanations given to us, there have been no contracts or arrangements referred to in Section 301 of the Act during the year to be entered in the register required to be maintained under that Section. Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.

6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.

8. The Central Government of India vide notification dated June 3,2011 (the 'notification'), prescribed the Companies (Cost Accounting Records) Rules, 2011, under clause (d) of sub-section (1) of Section 209 of the Act. Pursuant to the said notification, the Company has to mandatorily maintain the cost accounting record. Accordingly, the Company is in process of complying with the aforesaid notification and has initiated necessary steps in this regard.

9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.

   (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, customs duty, and excise duty which have not been deposited on account of any dispute.

10. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2012 and the Company has incurred cash losses in the financial year ended on that date and has also incurred cash losses in the immediately preceding financial year.

11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. The provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company.

14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.

15. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

16. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

17. On the basis of an overall examination of the balance sheet of the Company, in our opinion, and according to the information and explanations given to us, funds raised on a short-term basis, aggregating Rs. 640.60 million have been used for long-term investment in funding of losses.

18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.

19. The Company has not issued any debentures during the year; and does not have any debentures outstanding as at the year end.

20. The Company has not raised any money by public issues during the year.

21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Price Waterhouse
Firm Registration No - FRN 007568S
Chartered accountants

Anupam Dhawan
Partner
Membership No - F 084451

Place of Signing: New Delhi
Dated : May 3, 2012

New Delhi Television Limited

Balance sheet as at March 31,

in Rs million

	Notes	2012	2011
Equity and liabilities			
Shareholders' funds			
Share capital	3	257.89	257.89
Reserves and surplus	4	3,952.78	4,144.23
		4,210.67	**4,402.12**
Non-current liabilities			
Long-term borrowings	5	75.80	99.14
Other long-term liabilities	6	–	95.62
Long-term provisions	7	48.27	40.59
		124.07	**235.35**
Current liabilities			
Short-term borrowings	8	1,974.35	1,664.82
Trade payables	9	669.19	782.63
Other current liabilities	10	395.79	318.81
Short-term provisions	11	8.91	7.49
		3,048.24	**2,773.75**
TOTAL		**7,382.98**	**7,411.22**
Assets			
Non-current assets			
Fixed assets			
Tangible assets	12	1,546.13	1,696.60
Intangible assets	13	38.50	48.43
Capital work-in-progress		2.18	0.19
Non-current investments	14	2,944.83	3,008.19
Deferred tax assets (net)	15	112.40	112.40
Long-term loans and advances	16	329.92	214.22
Other non-current assets	18.2	1.38	1.38
		4,975.34	**5,081.41**
Current assets			
Current investments	14.2	26.84	–
Inventories	17	9.69	6.88
Trade receivables	18.1	1,266.85	1,311.56
Cash and bank balances	19	700.15	673.00
Short-term loans and advances	16	390.30	327.10
Other current assets	18.2	13.81	11.27
		2,407.64	**2,329.81**
TOTAL		**7,382.98**	**7,411.22**
Summary of significant accounting policies	2		

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

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

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

in Rs million except per share data

	Notes	2012	2011
Income			
Revenue from operations	20	3,778.98	3,545.56
Other income	21	307.83	94.79
Total revenue (I)		**4,086.81**	**3,640.35**
Expenses			
Production expenses	22	609.84	582.83
Employee benefits expenses	23	1,165.03	1,178.91
Operations & Administration expenses	24	923.65	1,025.97
Marketing, Distribution & Promotion expenses		1,020.78	1,030.06
Depreciation and amortization expenses	25	259.67	273.05
Finance costs	26	218.97	204.90
Total (II)		**4,197.94**	**4,295.72**
Profit/(loss) before exceptional and extra ordinary items and tax (I) – (II)		**(111.13)**	**(655.37)**
Exceptional items (net)	27	62.83	293.84
Profit/(loss) before tax		**(173.96)**	**(949.21)**
Tax expenses			
Current tax		17.49	14.98
Tax on earlier years		(0.00)	22.16
Deferred tax		–	–
Total tax expenses		**17.49**	**37.14**
Profit/(loss) for the year		**(191.45)**	**(986.35)**
Earnings per equity share [nominal value of share Rupees 4/- (March 31, 2011: Rupees 4/-)	28		
Basic			
Computed on the basis of total profit/(loss) for the year		(2.97)	(15.30)
Diluted			
Computed on the basis of total profit/(loss) for the year		(2.97)	(15.30)
Summary of significant accounting policies	2		

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

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Dr. Prannoy Roy, Executive Co-Chairperson
Radhika Roy, Executive Co-Chairperson
K V L Narayan Rao, Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

Vikramaditya Chandra, Group CEO & Executive Director
Saurav Banerjee, Group Chief Financial Officer
Anoop Singh Juneja, Company Secretary

New Delhi Television Limited

Cash flow statements for the year ended March 31,

in Rs million

	Notes	2012	2011
Cash flow from operating activities			
Profit/(loss) before tax		(173.96)	(949.21)
Profit before tax			
Non-cash adjustment to reconcile profit before tax to net cash flows			
Depreciation/ amortization		259.67	273.05
Tangible assets written off		27.27	–
Loss/ (profit) on sale of fixed assets		(0.23)	14.81
Provision for diminution in value of investments		139.58	52.04
Debts / Advances written off		14.52	21.85
Provision for doubtful debts		29.51	82.22
Provision for doubtful advances		24.00	190.51
Provision for gratuity & employee benefits		9.10	30.67
Provision For doubtful debts written back		(20.95)	–
Provision For doubtful advances written back		(7.03)	–
Liabilities no longer required written back		(110.24)	(53.13)
Unrealized foreign exchange loss/(gain)		(0.39)	(0.42)
Barter income		(144.24)	(180.94)
Barter expenditure		81.94	168.96
Tax Deducted at Source on service Income		(98.35)	(81.72)
Interest expense		214.35	201.77
Interest (income)		(55.29)	(87.40)
Dividend (income)		(244.58)	–
Operating profit/(loss) before working capital changes		**(55.33)**	**(316.96)**
Movements in working capital :			
Increase / (decrease) in trade payables		(107.39)	74.27
Increase / (decrease) in short-term provisions		–	(0.59)
Increase / (decrease) in other current liabilities		24.82	(1.39)
Increase / (decrease) in other long-term liabilities		(95.62)	–
Decrease / (increase) in trade receivables		133.34	(69.30)
Decrease / (increase) in inventories		(2.81)	(3.54)
Decrease / (increase) in long-term loans and advances		(23.53)	(41.45)
Decrease / (increase) in short-term loans and advances		(25.34)	13.23
Decrease / (increase) in other current assets		(2.54)	(11.05)
Decrease / (increase) in other non-current assets		–	–
Cash generated from /(used in) operations		**(154.40)**	**(356.78)**
Fringe Benefit Tax (paid) / refund during the year (net of refunds)		–	1.37
Taxes (paid) / refund during the year (net of refunds)		2.02	181.36
Net cash flow from/ (used in) operating activities (A)		**(152.38)**	**(174.05)**
Cash flow from investing activities			
Purchase of fixed assets, including CWIP and capital advances		(126.76)	(143.51)
Proceeds from sale of fixed assets		9.73	147.11
Refund of share application money		–	2,496.26
Proceeds of non-current investments		–	131.42
Purchase of non-current investments		(103.07)	(2,723.71)
Investments in bank deposits (having original maturity of more than three months)			

in Rs million

	Notes	2012	2011
Interest received		47.23	86.94
Dividends received from subsidiary company		244.58	–
Advance received for sale of subsidiary		75.00	–
Net cash flow from/ (used in) investing activities (B)		**146.71**	**(5.49)**
Cash flow from financing activities			
Proceeds from issuance of equity share capital		–	0.05
Loan given to subsidiary		(56.70)	(54.80)
Repayment of long-term borrowings		(21.27)	(142.30)
Proceeds from short-term borrowings		309.53	–
Repayment of short-term borrowings		–	(495.11)
Interest paid		(198.74)	(203.87)
Net cash flow from / (used in) in financing activities (C)		**32.82**	**(896.03)**
Net increase / (decrease) in cash and cash equivalents (A + B + C)		**27.15**	**(1,075.57)**
Cash and cash equivalents at the beginning of the year		673.00	1,748.57
Cash and cash equivalents at the end of the year	19	**700.15**	**673.00**
Components of cash and cash equivalents			
Cash in hand		1.92	1.47
With banks			
- in current account		13.34	12.82
- in deposit account		684.48	658.30
- unpaid dividend accounts*		0.41	0.41
Total cash and cash equivalents (Note: 19)		**700.15**	**673.00**
Summary of significant accounting policies	2		

* The company can utilize these balances only toward settlement of the respective unpaid dividend, unpaid matured deposits and unpaid matured debenture liabilities.

Notes :

1. The above Cash flow statement has been prepared under the indirect method set out in AS-3 as notified under section 211(3C) of the Companies Act, 1956.
2. Figures in brackets indicate cash outflow.
3. Following non cash transactions have not been considered in the cash flow statement:
   - Tax deducted at source (on income)
   - Barter transactions
4. Includes fixed deposits under lien Nil (Previous Year Rs 2.0 million) against letters of credit issued and pledged against bank guarantees. Further, fixed deposits amounting to Rs 674.82 million (Previous Year Rs. 637.79 million) are under lien towards loan against deposits.
5. Previous year's figures have been regrouped or reclassified wherever necessary to conform to current year's grouping and classification.

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited

Notes to financial statements for the year ended March 31, 2012

1. Corporate information

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

2. Summary of significant accounting policies

2.1 Basis of preparation

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

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

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between 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 Change in accounting policy

Dividend on investment in subsidiary companies

The Company was complying with the requirement of pre-revised Schedule VI of recognising dividend declared by subsidiary companies after the reporting date if they related to the period which closed on or before the reporting date, till March 31, 2011. In the absence of a similar requirement in the Revised Schedule VI, the Company has now changed its accounting policy in order to comply with the requirements of AS 9: Revenue Recognition, which requires dividend income to be recognised when the right to receive dividend is established. The aforesaid change has had no impact on the Statement of profit and loss in the current year since no dividend in respect of the current year was declared by any subsidiary after the reporting date.

2.3 Use of estimates

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

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

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

2.4 Tangible fixed assets

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

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

Land and buildings have been stated at an amount inclusive of appreciation amounting to Rs 229.64 million arising on revaluation carried out by an independent valuer as at March 31, 2009. The said amount has been adjusted in pursuant to a Scheme of Arrangement (refer Note 33). The methods adopted for revaluation of the assets were as under:

a) Land: Prevailing market rate of land as on the date of revaluation.

b) Buildings: Based on rates available for Direct Comparison / Comparable Sale Method.

Leasehold land is amortised over the period of the lease.

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

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

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

2.5 Intangible assets

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

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

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

Asset Head	Useful Life (years)
Computer Software	6

2.6 Leases

As a lessee:

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

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

As a lessor:

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases is recognised in the Statement of profit and loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of profit and loss in the period in which they are incurred.

2.7 Borrowing Costs

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

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

2.8 Impairment of tangible and intangible assets

The management periodically assesses using external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above.

2.9 Revenue Recognition

Advertisement revenue from broadcasting is recognised net of agency commissions when the advertisements are displayed.

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

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

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

2.10 Investments

Current investments are valued at cost or fair value whichever is lower. Long term investments are stated at cost of acquisition. However, permanent diminutions, if any, are adjusted against the value of investments.

2.11 Inventories

Stores and Spares

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

VHS Tapes

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

Programmes under production and finished programmes

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

2.12 Foreign currency transactions

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

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

2.13 Employee benefits

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

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

2.14 Employee share based payments

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options / shares over the exercise price of the options / shares given to employees under the Employee Stock Option Scheme / Employee Stock Purchase Scheme of the Company, is recognized as deferred stock compensation expense and is amortised over the vesting period in accordance with the the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines, 1999, issued by Securities and Exchange Board of India and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India.

2.15 Earnings Per Share (EPS)

Basic EPS

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

Diluted EPS

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

2.16 Other Income

Dividends

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

Interest Income

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

2.17 Barter Transactions

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

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

2.18 Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and/or the applicable local tax laws and based on expected outcome of the assessment.

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

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

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

3. Share capital

in Rs million

	As at March 31, 2012	As at March 31, 2011
Authorized		
433,250,000 (Previous Year 433,250,000) Equity Shares of Rs.4/- each	1,733	1,733
Issued		
64,482,517 (Previous Year 64,482,517) Equity Shares of Rs.4/- each	257.93	257.93
Subscribed and fully paid-up		
64,471,267 (Previous Year 64,471,267) Equity Shares of Rs.4/- each	257.89	257.89
Total issued, subscribed and fully paid-up share capital	**257.89**	**257.89**

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

Equity shares

	As at March 31, 2012		As at March 31, 2011	
	No. millions	Rs. millions	No. millions	Rs. millions
At the beginning of the year	64.47	257.89	64.46	257.84
Issued during the year – ESPS	–	–	0.01	0.05
Outstanding at the end of the year	64.47	257.89	64.47	257.89

The Company has issued 1,915,460 equity shares (March 31, 2011: 1,915,460) of Rs. 4/- each allotted to employees of the Company on exercise of the vested stock options under Employee Stock Option Plan - ESOP 2004 of the Company. Further, 1,753,175 equity shares (March 31, 2011: 1,753,175) of Rs. 4/- each allotted to the eligible employees of the Company under ESPS 2009 during the period of five years immediately preceding the reporting date on exercise of options granted under the Employee Stock option Plan (ESOP) wherein part consideration was received in form of employee services.

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

Name of the shareholder	As at March 31, 2012		As at March 31, 2011	
	No.	% holding	No.	% holding
Equity shares of INR 4 each fully paid				
RRPR Holding Private Limited	18,813,928	29.18	18,813,928	29.18
Mrs. Radhika Roy	10,524,249	16.32	10,524,249	16.32
Dr. Prannoy Roy	10,276,991	15.94	10,276,991	15.94
Goldman Sachs Investments (Mauritius) I Limited	–	–	5,106,518	7.92
GS Mace Holdings Limited	–	–	4,030,376	6.25
Oswal Greentech Limited	9,136,894	14.17	–	–

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(c) Rights & Restrictions attached to Equity shares

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

(d) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Company, please refer note 31.

4. Reserves and surplus in Rs million

	As at March	
	2012	**2011**
Securities premium account		
Opening balance	5,077.01	1,737.96
Additions during the year [i]	–	0.91
Addition on account of merger [ii]	–	3,488.37
Adjusted against opening profit & loss (Debit Balance) [ii]	–	(150.23)
Closing Balance	**5,077.01**	**5,077.01**
Revaluation reserve		
Opening balance	–	225.95
Adjusted against opening profit & loss (Debit Balance) [ii]	–	(225.95)
Closing Balance	**–**	**–**
Capital reserve		
Opening balance	–	–
Addition on account of merger [ii]	–	385.60
Adjusted against opening profit & loss (Debit Balance) [ii]	–	(385.60)
Closing Balance	**–**	**–**
Employee share purchase outstanding		
Gross employee stock purchase compensation for ESPS issued in earlier years	137.01	137.01
Less: transferred to securities premium on exercise of stock purchase	(136.13)	(136.13)
Closing Balance	**0.88**	**0.88**
General reserve		
Balance as per the last financial statements	52.70	52.70
Closing Balance	**52.70**	**52.70**
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(986.36)	(779.30)
Addition on account of merger [ii]	–	17.51
Adjusted against reserve & surplus as per Scheme of arrangement [ii]	–	761.78
Loss for the year	(191.45)	(986.35)
Net surplus/ (deficit) in the Statement of profit and loss	**(1,177.81)**	**(986.36)**
Total reserves and surplus	**3,952.78**	**4,144.23**

[i] On allotment of ESPS 2009 (note 31)

[ii] Consequent to Scheme of arrangement (note 33)

5. Long-term borrowings in Rs million

	As at March 31,			
	Non-current portion		Current maturities	
	2012	**2011**	**2012**	**2011**
Term loans				
Indian rupee loan from banks (secured) [i, ii]	75.80	99.14	23.34	21.27
Other loans and advances				
Finance lease obligation (secured)	–	–	–	15.48
	75.80	**99.14**	**23.34**	**36.75**
The above amount includes				
Secured borrowings	75.80	99.14	23.34	36.75
Unsecured borrowings				
Amount disclosed under the head “other current liabilities” (note 10)	–	–	(23.34)	(36.75)
Net amount	**75.80**	**99.14**	**–**	**–**

Total term loans from banks (current and non-current portions) as at March 31, 2012 are Rs 99.14 million (previous year Rs 120.41 million). The nature of secuirty and terms of repayment are as shown below:

	Nature of Security	Terms of Repayment
i	Term loans from bank amounting to Rs 55.33 million (previous year Rs. 55.33 milllion) are secured by charge created on FC-10, Sector XVIA, Noida and further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets of the Company, both present & future and hypothecation of receivables / book debts.	96 monthly installments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (21.01.2008)
ii.	Term loans from bank amounting to Rs 43.81 million (previous year Rs 65.08 milllion) are secured by the hypothecation of specific plant and machinery acquired/to be acquired against the aforesaid loan and further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets of the Company, both present & future and hypothecation of receivables / book debts.	72 monthly installments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (15.02.2007)

6. Other long-term liabilities in Rs million

	As at March 31,	
	2012	**2011**
Advances from customers	–	95.62
	–	95.62
Total	**–**	**95.62**

7. Provisions in Rs million

	As at March 31,			
	Long-term		Short-term	
	2012	**2011**	**2012**	**2011**
Provision for employee benefits				
Provision for gratuity	48.27	40.59	8.91	7.49
	48.27	**40.59**	**8.91**	**7.49**
Amount disclosed under the head “short term provisions” (note 11)	–	–	(8.91)	(7.49)
	–	**–**	**(8.91)**	**(7.49)**
Total	**48.27**	**40.59**	**–**	**–**

8. Short-term borrowings in Rs million

	As at March 31,	
	2012	**2011**
Secured		
Working capital loans from banks repayable on demand from banks [i & ii]	844.35	1,034.91
Short term corporate loan from banks	500.00	–
Advance against banks term deposit receipts (Note 19)	630.00	629.91
	1,974.35	**1,664.82**
The above amount includes		
Secured borrowings	1,974.35	1,664.82
Unsecured borrowings	–	–

i. Rs.579.19 million (Previous year Rs. 672.86 million) secured by way of charge created on all current and future book-debts of the Company. The loan is further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, FC-10, Sector XVIA, Noida, hypothecation of plant and machinery, equipment and all other fixed assets of the Company-both present & future and fixed deposits against margin for Letter of credit/Bank guarantee.

ii. Rs. 265.16 million (Previous year Rs 362.04 million) to be secured against the mortgage of property at 207 Okhla Industrial Area, Phase III, New Delhi.

iii. Rs.500.00 million (Previous year Rs. Nil) secured by way of charge created on all current and future book-debts of the Company. The loan is further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New

Delhi, FC-10, Sector XVIA, Noida, hypothecation of plant and machinery, equipment and all other fixed assets of the Company-both present & future and fixed deposits against margin for Letter of credit/Bank guarantee.

iv. Rs. 630.00 million (Previous year Rs 629.91 million) secured against fixed deposit amounting to Rs. 674.82 million (Previous year Rs 637.78 million)

9. Trade payables in Rs million

	As at March 31, 2012	As at March 31, 2011
Trade payables (refer note 40 for details of dues to micro and small enterprises)	669.19	782.63
	669.19	**782.63**

10. Other current liabilities in Rs million

	As at March 31, 2012	As at March 31, 2011
Advances from customers	148.72	188.50
Advance towards sale of investment [(i)]	75.00	–
Income received in advance	22.41	8.93
Interest accrued and due on borrowings	18.64	3.03
Unpaid dividend	0.41	0.41
Employee benefits payable	35.73	53.00
Statutory dues payable	41.54	24.64
Current maturities of long-term borrowings (note 5) (Includes current maturity of finance lease obligation Nil (previous year INR 15.48 million))	23.34	36.75
Others	30.00	3.55
	395.79	**318.81**

(i) The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited, on 20th August 2011 entered into an agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metronation Chennai Television Limited for a consideration aggregating Rs. 150.00 million, subject to certain conditions precedent which are in the process of being complied with.

11. Short-term provisions in Rs million

	As at March 31, 2012	As at March 31, 2011
Provision for employee benefits		
Provision for gratuity	8.91	7.49
	8.91	**7.49**

12. Tangible Assets in Rs million

Particulars	Land	Lease–hold Land	Building	Plant & Machinery (Main)	Plant & Machinery (Other)	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Total
Cost or valuation										
As at April 01, 2011	**14.99**	**495.00**	**111.82**	**1,669.70**	**96.07**	**246.38**	**60.53**	**273.87**	**202.37**	**3,170.73**
Additions during the year	–	–	–	47.29	1.92	16.22	13.88	9.38	43.83	132.52
Disposals/adjustments during the year	–	–	–	207.71	11.93	1.08	1.87	–	64.74	287.33
As at March 31, 2012	**14.99**	**495.00**	**111.82**	**1,509.28**	**86.06**	**261.52**	**72.54**	**283.25**	**181.46**	**3,015.92**
Depreciation										
Upto March 31, 2011	**–**	**10.81**	**8.09**	**943.26**	**54.88**	**152.64**	**42.57**	**146.83**	**115.06**	**1,474.14**
Charge for the year	–	6.07	2.22	132.61	7.83	28.99	9.01	32.70	26.81	246.24
Disposals/adjustments during the year	–	–	–	179.62	11.30	1.03	1.42	–	57.22	250.59
Upto March 31, 2012	**–**	**16.88**	**10.31**	**896.25**	**51.41**	**180.60**	**50.16**	**179.53**	**84.65**	**1,469.79**
Net Block										
As at March 31, 2011	**14.99**	**484.20**	**103.73**	**726.44**	**41.19**	**93.74**	**17.96**	**127.04**	**87.31**	**1,696.60**
As at March 31, 2012	**14.99**	**478.12**	**101.51**	**613.03**	**34.65**	**80.92**	**22.38**	**103.72**	**96.81**	**1,546.13**

Notes:

1. Opening gross block includes amount of Rs.1.38 million in Plant & Machinery (accumulated depreciation of Rs.0.87 million), Rs.44.8 million (accumulated depreciation of Rs.0.94 million) in computers on account of assets on lease, the ownership of which has been transferred during the current financial year.
2. Building includes land appurtenant to the building acquired.
3. Gross Block of Vehicles includes assets aggregating Rs. 23.7 million (previous year Rs.24.98 million) purchased under barter arrangements during the year
4. Gross Block of Land includes assets aggregating Rs.Nil (previous year Rs.13.94 million) purchased under barter arrangements during the year.
5. Gross Block of Plant and Machinery include assets aggregating Rs.4.06 million (previous year Rs.Nil) purchased under barter arrangements during the year.
6. During the year pursuant to the physical verification exercise assets having net block of Rs.2.71 million were identified and written off. The aforesaid net block included office equipments of Rs.0.05 million, Plant & Machinery (Main) of Rs.2.65 million and Plant & Machinery (others) of Rs.0.6 million.
7. As per the scheme of amalgamation (note 33) the company acquired the gross block of Rs. Nil (previous year Rs.153.08 million) of tangible assets with an accumulated depreciation of Rs.Nil (previous year Rs.27.55 million). The details of assets so acquired is as follows:

Tangible Assets acquired during the year ended March 31, 2011 in Rs. million

Particulars	Land	Lease-hold Land	Building	Plant & Machinery (Main)	Plant & Machinery (Other)	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Total
Gross block	–	–	18.21	51.27	0.96	6.07	2.87	73.69	–	153.07
Acccumulated depreciation	–	–	5.19	6.60	0.21	0.96	0.47	14.13	–	27.56
Net block			13.02	44.67	0.75	5.11	2.40	59.56	–	125.51

13. Intangible Assets in Rs. million

Particulars	Computer Software	Computer Software on lease	Total
Gross block			
As at April 01, 2011	**83.54**	**1.87**	**85.41**
Purchases during the year	3.50	–	3.50
As at March 31, 2012	**87.04**	**1.87**	**88.91**
Amortisation			
Upto March 31, 2011	**36.68**	**0.30**	**36.98**
Charge for the year	13.35	0.08	13.43
Upto March 31, 2012	**50.03**	**0.38**	**50.41**
Net block			
As at March 31, 2011	**46.86**	**1.57**	**48.43**
As at March 31, 2012	**37.01**	**1.49**	**38.50**

Notes:

1. Opening gross block includes amount of Rs.1.87 million (accumulated depreciation of Rs.0.30 million) in computer software on lease, the ownership of which has been transferred during the current financial year.
2. As per the scheme of amalgamation (note 33) the company acquired the gross block of Rs. Nil (previous year Rs.6.04 million) of Intangible assets with an accumulated depreciation of Rs.Nil (previous year Rs.0.77 million). The details of assets so acquired is as follows:

Intangible Assets acquired during the year ended March 31, 2011 in Rs. million

Particulars	Computer Software	Computer Software on lease	Total
Gross Block	6.04	–	6.04
Accumulated Depreciation	0.77	–	0.77
Net block	5.27	–	5.27

14.1 Non-current investments in Rs million

	As at March 31, 2012	As at March 31, 2011
Trade investments (valued at cost unless stated otherwise)		
Unquoted		
Investment in subsidiaries		
NDTV Media Limited	8.50	8.50
– 850,000 (previous year 850,000) Equity Shares of Rs.10/- each Fully Paid Up		
NDTV Convergence Limited	0.11	0.11
– 11,334 (previous year 11,334) Equity Shares of Rs.10/- each Fully Paid Up		
NDTV One Holdings Limited	–	2.25
– 55,000 (previous year 55,000) Equity Shares of USD 1/- each Fully Paid Up		
NDTV Networks Limited	0.50	0.50
– 50,000 (previous year 50,000) Equity Shares of Rs.10/- each Fully Paid Up	2,700.00	2,700.00
– 27,000,000 (previous year 27,000,000) Non Cumulative Redeemable Preference Shares of Rs.100/- each Fully Paid Up		
NDTV Worldwide Limited	1.10	0.10
– 110,000 (previous year 10,000) Equity Shares of Rs.10/- each Fully Paid Up		
Delta Softpro Private Limited	77.46	–
10,000 (previous year Nil) Equity Shares of Rs.10/- each Fully Paid Up		
Quoted		
Investment in others		
Jai Prakash Power Ventures Limited	137.32	210.01
– 2,692,419 (previous year 2,692,419) Equity Shares of Rs -10/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 72.69 million (previous year Nil)		
Non-Trade investments (valued at cost unless stated otherwise)		
Mutual Funds (Quoted)		
SBI Mutual Fund	1.00	1.00
(35,475.375 units (Previous Year 35,475.375 units) of SBI Magnum Balance Fund- Growth)		
Others (Unqouted)		
EMAAR MGF Land Limited	18.84	85.72
– 362,318 (Previous Year 362,318) Equity Shares of Rs.10 each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 106.44 million (previous year Rs 39.56 million)		
	2,944.83	**3,008.19**
Aggregate amount of quoted investments	138.32	211.01
Market value of quoted investments	111.39	115.28
Aggregate amount of unquoted investments	3,006.61	2,857.70
Aggregate provision for other than temporary diminution in the value of investment	200.10	60.52

14.2 Current investments in Rs million

	As at March 31, 2012	As at March 31, 2011
Metronation Chennai Television Limited	24.59	–
– 18,831,346 (Previous Year 5,204,081) * Equity Shares of Rs.10/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 163.72 million (previous year Rs 52.04 million)		
NDTV One Holdings Limited	2.25	–
– 55,000 (Previous Year 55,000) Equity Shares of USD 1/- each Fully Paid Up		
	26.84	**–**
*Aggregate provision for other than temporary diminution in the value of investment	163.72	52.04

15. Deferred tax asset (net) in Rs million

	As at March 31, 2012	As at March 31, 2011
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation / amortization charged for the financial reporting	(91.85)	(91.85)
Others	–	–
Gross deferred tax liability	**(91.85)**	**(91.85)**
Deferred tax asset		
Impact of expenditure charged to the Statement of profit and loss in the current year but allowed for tax purposes on payment basis	16.47	16.47
Accumulated Losses	167.33	167.33
Provision for doubtful debts and advances	20.45	20.45
	204.25	**204.25**
Provision for warranties		
Provision for litigations	–	–
Others	–	–
Gross deferred tax asset	**204.25**	**204.25**
Net deferred tax asset	**112.40**	**112.40**

Deferred tax assets, including those related to unused tax losses, are recognised to the extent that management is confident that future taxable profit will be available against which the assets can be utilised.

16. Loans and advances in Rs million

	As at March 31,			
	Long–term		Short–term	
	2012	2011	2012	2011
Capital advances				
Secured, considered good				
Unsecured, considered good	88.79	57.80	–	–
Security deposits				
Unsecured, considered good	38.29	44.96	46.69	31.29
Doubtful	–	–	10.67	10.67
	38.29	**44.96**	**57.36**	**41.96**
Provision for doubtful security deposit	–	–	(10.67)	(10.67)
	38.29	44.96	46.69	31.29
Loans and advances to related parties				
Unsecured, considered good	44.20	–	12.50	–
Doubtful	–	–	–	111.68
	44.20	–	12.50	111.68

in Rs million

	As at March 31,			
	Long–term		Short–term	
	2012	2011	2012	2011
Provision for doubtful advances	–	–	–	(111.68)
	44.20	–	12.50	–
Advances recoverable in cash or kind				
Unsecured considered good	0.69	1.47	134.73	139.42
Doubtful	–	–	96.73	79.76
	0.69	1.47	231.46	219.18
Provision for doubtful advances	–	–	(96.73)	(79.76)
	0.69	**1.47**	**134.73**	**139.42**
Other loans and advances				
Unsecured considered good				
Advance income-tax (net of provision for taxation)	149.28	107.25	95.36	53.03
Prepaid expenses	–	–	59.99	59.39
Advances and imprest to employees	2.74	2.74	16.65	18.06
Advance FBT	5.93	–	–	5.93
Due from Government authorities	–	–	24.38	19.98
Total	**329.92**	**214.22**	**390.30**	**327.10**

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

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Loans to employees include				
Dues from officers	–	–	0.19	0.10
Loans and advances to related parties include				
Dues from Delta Softpro Private Limited	44.20	–	–	–
Metronation Chennai Television Limited	–	–	12.50	111.68
	44.20	**–**	**12.50**	**111.68**

17. Inventories in Rs million

	As at March 31,	
	2012	2011
Stores & spares	0.45	1.55
Video tapes	0.15	0.92
Programmes under production and finished programmes	9.09	4.41
	9.69	**6.88**

18.1 Trade receivables in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	–	–	185.13	143.11
Doubtful	–	–	119.66	141.61
	–	**–**	**304.79**	**284.72**
Provision for doubtful receivables	–	–	(119.66)	(141.61)
	–	**–**	**185.13**	**143.11**

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Other receivables				
Unsecured, considered good	–	–	1,081.72	1,168.45
Doubtful	–	–	–	13.18
	–	–	1,081.72	1,181.63
Provision for doubtful receivables			–	(13.18)
	–	**–**	**1,081.72**	**1,168.45**
	–	**–**	**1,266.85**	**1,311.56**

18.2 Other assets

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Unsecured, considered good unless stated otherwise				
Deposits with original maturity for more than 12 months (note 19)	1.38	1.38		
Non-current bank balances	**1.38**	**1.38**	**–**	**–**
Others				
Interest accrued on fixed deposits	–	–	13.81	11.27
	1.38	**1.38**	**13.81**	**11.27**

19. Cash and bank balances

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Cash and cash equivalents				
Cash in hand	–	–	1.92	1.47
Balances with banks				
Current accounts	–	–	4.97	7.92
EEFC account	–	–	8.37	4.90
Unclaimed dividend	–	–	0.41	0.41
Deposits with original maturity of less than three months	–	–	1.66	1.66
	–	–	17.33	16.36
Other bank balances				
Deposits with original maturity for more than 12 months	1.38	1.38		
Deposits with original maturity for more than 3 months but less than 12 months			8.00	8.00
Margin money deposit (note 8)*	–	–	674.82	648.64
Amount disclosed under non-current assets (note 18.2)	(1.38)	(1.38)	–	–
	–	**–**	**700.15**	**673.00**

* Out of the above Rs.630 million has been kept for loan against deposits.

20. Revenue from operations in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Revenue from operations		
Advertisement revenue	2,621.53	2,619.19
Subscription revenue	627.62	508.41
Shared services	116.49	112.52
Events	219.64	177.53
Business Income - programme production	17.84	20.52
Other business income	29.91	23.02
Other operating revenue		
Provision for doubtful advances written back	7.03	–
Liabilities no longer required written back	110.24	53.13
Rental income	21.44	18.38
Equipment hire	7.24	12.86
	3,778.98	**3,545.56**

21. Other income in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Interest income on		
Bank deposits	55.29	55.69
Interest earned on income tax refund	–	21.52
Loan to subsidiary	–	10.19
Dividend income on		
Investments in subsidiaries	244.58	–
Profit on sale of fixed assets	0.23	3.00
Foreign exchange fluctuations (net)	0.95	–
Miscellaneous income	6.78	4.39
	307.83	**94.79**

22. Production Expenses in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Consultancy & professional fee	139.24	152.30
Hire charges	21.11	17.70
Graphic, music & editing	20.57	14.01
Video cassettes	3.94	2.74
Subscription, footage & news service	66.96	71.73
Software expenses	12.55	24.16
Transmission & uplinking	87.08	75.37
Sets construction	10.74	8.35
Panelist fee	11.34	4.84
Travelling	122.30	118.53
Stores & spares	5.63	5.71
Other production	108.38	87.39
	609.84	**582.83**

23. Employee benefits expense (notes 29 & 30) in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Salaries, wages & other benefits	1,080.13	1,090.37
Contribution to provident and other funds	59.68	55.24
Staff welfare	21.36	19.63
Employee stock compensation expense	3.86	13.67
	1,165.03	**1,178.91**

24. Operations & Administration Expenses

in Rs million

	Year ended March 31,			
		2012		2011
Rent (note 32)		187.74		174.98
Rates and taxes		2.94		4.06
Electricity and water		43.85		49.29
Printing and stationery		5.72		4.81
Postage and courier		3.66		3.57
Books, periodicals and news papers		23.24		24.17
Local conveyance , travelling & taxi hire		85.52		89.60
Business promotion		16.20		15.78
Repair and Maintenance				
- Plant & machinery		64.04		57.81
- Building		32.22		27.96
Charity and donations		3.92		1.58
Auditors remuneration [(i)]		3.85		3.97
Insurance		36.26		35.56
Communication		85.11		73.13
Vehicle		52.25		49.52
Medical		14.42		14.27
Generator hire and running		6.85		6.21
Personnel security		11.35		10.56
Staff training		0.20		0.47
Provision for doubtful debts		18.43		20.02
Provision for doubtful advances		24.00		10.91
Bad Debt & doubtful advances written off	79.74		61.85	
Less: Adjusted with provision	(65.22)	14.52	(40.00)	21.85
Legal, professional & consultancy		55.33		89.70
Loss on sale of fixed assets		–		17.81
Tangible assets written off		27.27		
Provision for diminution of value of Investment		66.88		60.52
Foreign exchange loss - net		–		117.76
Subscription expenses		27.35		25.27
Brokerage & commission		0.81		1.46
Miscellaneous		9.72		13.37
		923.65		**1,025.97**

[(i)]Auditors remuneration

in Rs million

	Year ended March 31,	
	2012	**2011**
As auditor:		
Audit fee	3.50	3.50
Tax audit fee	–	–
Limited review	–	–
Out of Pocket	0.35	0.23
In other capacity:		
Taxation matters	–	–
Company law matters	–	–
Management services	–	–
Other services (certification fees)	0.18	0.25
Reimbursement of expenses		
	4.03	**3.98**

25. Depreciation and amortization expense

in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Depreciation of tangible assets	246.24	259.34
Amortization of intangible assets	13.43	13.71
	259.67	**273.05**

26. Finance costs

in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Interest		
On Long term borrowings	14.65	22.54
On leased assets	1.91	5.25
On short term borrowings	197.80	173.98
Bank Charges	1.35	1.33
Processing Fee	3.26	1.80
	218.97	**204.90**

27. Exceptional items

in Rs million

	Year ended March 31, 2012	Year ended March 31, 2011
Provision for doubtful debts [i]	11.08	62.20
Provision for doubtful advances	–	179.60
Provision for diminution in value of investment [ii]	72.70	52.04
Provision for doubtful debts written back [iii]	(20.95)	–
	62.83	**293.84**

[i] Pursuant to an announcement made by Turner Asia Pacific Ventures Inc of their decision to shut down the channel “Imagine”, a provision for doubtful debt of Rs 11.08 million (previous year Nil) has been made in these financials.

[ii] The Company has made a provision for diminution in the value of a quoted investment amounting to Rs. 72.70 million owing the financial conditions of the entity.

[iii] The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited (KSL), on 20th August 2011 entered into a Share Purchase Agreement with "Educational Trustee Company Private Limited" for the sale of 100% of their respective stakes in Metronation Chennai Television Limited (MNC). Accordingly, during the year, the Company had written back provision for doubtful debts amounting to Rs. 20.95 million.

28. Earnings per share (EPS)

in Rs million except per share data

	Year ended March 31, 2012	Year ended March 31, 2011
Profit / Loss) attributable to Equity Shareholders	(191.45)	(986.35)
Number of equity shares outstanding at the beginning of the year (Nos.)	64,471,267	64,459,527
Add: Fresh issue of equity shares (Nos)	–	11,740
Number of equity shares outstanding at year end (Nos.)	64,471,267	64,471,267
Weighted average number of Equity Shares outstanding during the year for Basic EPS (Nos.)	64,471,267	64,470,592
Adjustment for dilutive effect of share options granted	–	–
Weighted average number of Equity Shares outstanding during the year for Diluted EPS (Nos.)	64,471,267	64,470,592
Basic Earnings/(Loss) per Equity Share (Rs.)	(2.97)	(15.30)
Diluted Earnings/(Loss) per Equity Share (Rs.)	(2.97)	(15.30)
Nominal Value per share (Rs)	4	4

29. Provident Fund

The Company contributed Rs 59.68 million towards provident fund during the year ended March 31,2012 (previous year Rs 55.24 million).

30. Gratuity and other post-employment benefit plans

The Company provides for long term defined benefit schemes of gratuity on the basis of an actuarial valuation on the balance sheet date based on the Projected Unit Credit Method. In respect of gratuity, the Company funds the benefits through annual contributions to Life Insurance Corporation of India (LIC). The actuarial valuation of the liability towards the Gratuity Retirement benefits of the employees is made on the basis of certain assumptions with respect to the variable elements affecting the computations including estimation of interest rate of earnings on contributions to LIC. The Company recognises the actuarial gains and losses in the Statement of profit & loss as income and expense in the period in which they occur.

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

in Rs million

Particulars		For the Year ended March 31,				
		2012	2011	2010	2009	2008
Changes in the Present value of the Obligation:	I					
Obligations at year beginning		103.04	72.27	77.51	69.93	63.13
Service Cost – Current		10.72	11.05	9.43	10.79	11.76
Service Cost – Past		–	25.88	–	–	–
Interest Cost		8.83	5.77	5.81	5.60	5.05
Actuarial (gain) / loss		(5.36)	(7.37)	(7.94)	(2.91)	(7.02)
Benefit Paid		(10.82)	(4.56)	(12.55)	(5.91)	(2.99)
Obligations at year end		106.41	103.04	72.26	77.50	69.93
Change in plan assets:	II					
Plan assets at year beginning, at fair value		54.96	55.10	51.96	50.18	44.83
Expected return on plan assets		5.05	4.82	4.83	4.67	4.15
Actuarial gain / (loss)		(0.08)	(0.40)	0.00	0.01	0.17
Contributions		0.16	–	10.86	3.01	4.02
Benefits paid		(10.82)	(4.56)	(12.55)	(5.91)	(2.99)
Plan assets at year end, at fair value		49.27	54.96	55.10	51.96	50.18
Reconciliation of present value of the obligation and the fair value of the plan assets:	III	–	–	–	–	–
Present value of the defined benefit obligations at the end of the year		106.41	103.04	72.27	77.51	69.93
Fair value of the plan assets at the end of the year		49.22	54.96	55.10	51.96	50.18
Liability recognised in the Balance Sheet		57.19	48.08	17.17	25.55	19.75
Defined benefit obligations cost for the year	IV					
Service Cost – Current		10.72	11.05	9.43	10.79	11.76
Service Cost – Past		–	25.88	–	–	–
Interest Cost		8.83	5.77	5.81	5.60	5.05
Expected return on plan assets		(5.05)	(4.82)	(4.83)	(4.67)	(4.15)
Actuarial (gain) / loss		(5.28)	(6.97)	(7.94)	(2.92)	(7.19)
Net defined benefit obligations cost		9.22	30.91	2.47	8.80	5.47
Investment details of plan assets	V					
100% of the plan assets are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme.						
The principal assumptions used in determining post-employment benefit obligations are shown below:	VI					
Discount Rate		8.57%	7.99%	7.50%	8%	8%
Future salary increases		5.00%	5%	5%	5.50%	5.50%
Expected return on plan assets		9.20%	8.75%	9.30%	9.30%	9.25%

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

31. Employee stock option plans

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options/shares over the exercise price of the options/shares given to employees under the Employee Stock Option Scheme/Employee Stock Purchase Scheme of the Company, is recognized as deferred stock compensation expense and is amortised over the vesting period on the basis of generally accepted accounting principles in accordance with the guidelines of Securities and Exchange Board of India.

Employee Stock Purchase Scheme 2009 (ESPS- 2009)

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

The Scheme was approved by the shareholders on March 10, 2009 and provides for the issue of 2,146,540 equity shares to the eligible employees of the Company by the Employee Stock Purchase Scheme(ESPS) Committee at an exercise price of Rs. 4/- each.

Accordingly, during the year, the Company has allotted Nil (previous year 11,740) shares out of 1,764,425 shares issued on March 31, 2009 to the eligible employees and transferred the liability outstanding of Rs. Nil (previous year Rs 0.91 million) to securities premium account. The liability outstanding in respect of employee share purchase outstanding as at March 31, 2012 is Rs. 0.873 million (previous year Rs. 0.873 million) towards 11,250 (previous year 11,250) shares to be allotted under ESPS-2009.

32. Leases

Finance lease: company as lessee

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

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

The Company has taken computer equipment, plant & machinery and computer software under finance lease arrangements. The future lease payments in respect of such lease obligations as at March 31, 2012 are as follows:

in Rs million

	31-Mar-12		31-Mar-11	
	Minimum Lease payments	**Present value of minimum lease payments**	**Minimum Lease payments**	**Present value of minimum lease payments**
Within one year	–	–	17.38	15.47
After one year and not more than five years	–	–	–	–
Total minimum lease payments	**–**	**–**	**17.38**	**15.47**
Less: Amount representing finance charges			(1.91)	
Present value of minimum lease payments	**–**	**–**	**15.47**	**15.47**

Operating lease: company as lessee

The Company has taken various residential/commercial premises/Vehicles under cancellable operating leases. The rental expense for the current year, in respect of operating leases was Rs. 187.74 million (Previous Year Rs 174.98 million). The Company has also taken residential/commercial premises on lease which are non-cancellable period. The future minimum lease payments in respect of such leases are as follows:

in Rs million

	Year ended March 31,	
	2012	**2011**
Within one year	1.95	76.11
After one year and not more than five years	–	–
Payable after five years	–	–
Total minimum lease payments	**1.95**	**76.11**

33. Accounting for Amalgamation

A) Merger of NDTV Studios Limited (and its Subsidiaries) and NDTV News Limited with the Company.

(i) During the previous financial year, the High Court of Delhi in its order dated November 8, 2010 had approved the Scheme of Arrangement ("Scheme") for the merger of NDTV Studios Limited, NDTV India Plus Limited, NDTV Hindu Media Limited, NDTV Business Limited, NDTV News 24x7 Limited, New Delhi Television Media Limited, NDTV Delhi Limited and NDTV News Limited (collectively referred to a 'Transferor Company) into the Company ('Transferee Company') with effect from the appointed date i.e. April 1, 2010. The said order was filed with the Registrar of Companies, Delhi & Haryana on December 17, 2010

(ii) The salient features of the Scheme were as follows:

a) The entire business and the whole of the undertaking(s), property and liabilities of the Transferor Companies were transferred at their respective book values to and vested in the Transferee Company as a going concern in each case so as to become the properties and liabilities of the Transferee Company within the meaning of Section 2(1B) of the Income-tax Act, 1961.

b) The entire share capital of all the Transferor Companies (equity or Compulsorily Convertible Preference Shares (CCPS) as the case may be) was held by the Transferee Company directly or indirectly through its subsidiary company(s). Therefore, the Transferee Company has not issued any shares or paid any consideration to any of the Transferor Companies or to their shareholders.

c) The shares of the Transferor Companies in relation to the shares held by its members have been automatically cancelled.

d) Accounting treatment: The merger of the Transferor Companies with the Transferee Company has been accounted for in accordance with the "Pooling of Interest Method", i.e. the Transferee Company has recorded all the assets and liabilities, including reserves/securities premium and profit and loss of the Transferor Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Companies on the appointed date. The amount by which the aggregate of the book value of assets (other than investments in Transferor Companies) of the Transferor Companies vested in the Transferee Company exceeded the aggregate of book value of liabilities, reserves after adjustment by way of cancellation of the total amount recorded as investments in the merging companies in the books of the Transferee Company, has been credited to capital reserve account of the Transferee Company.

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

Particulars	**in Rs million**
Total Assets	4,507.66
Total Liabilities & Reserves	4,122.06
Net Addition to Capital Reserves	**385.60**

The Scheme has been implemented during the current financial year after completion of the required formalities.

B) Financial Reorganisation of Transferee Company by utilisation of reserves for adjustment of debit balance of profit and loss account.

In accordance with the Scheme, the Company has given effect to the financial reorganisation as provided in the Scheme. The salient features of the financial reorganisation are as follows:

a) The debit balance of the Profit and Loss Account of the Transferee Company as appearing in its audited financial statements for the year ending March 31, 2010 or created pursuant to this Scheme, has been adjusted against the following, in the order specified, to the extent required:

- – Capital Reserve created pursuant to the Scheme;
- – Revaluation Reserve of the Transferee Company including Revaluation Reserve of the Transferor Companies; and
- – Securities Premium Account of the Transferee Company including Securities Premium Account of the Transferor Companies .

b) The reduction in the debit balance of Profit and Loss Account, in accordance with the Scheme, is arrived as follows :

Particulars	**in Rs million**
Capital Reserve	385.60
Revaluation Reserve	225.95
Securities Premium	150.23
Total	**761.78**

34. Segment information

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

35. Related party disclosures

I. Names of related parties and nature of relationship

Related parties where control exists

RRPR Holding Private Limited
Mrs. Radhika Roy
Dr. Prannoy Roy

Subsidiaries (Direct /Indirect)

NDTV Media Limited
NDTV Emerging Market BV
NDTV Convergence Limited
NDTV Labs Limited
NDTV Lifestyle Holdings Private Limited
NDTV Lifestyle Limited
NDTV Networks Limited (Formerly NDTV Networks Private Limited)
Metronation Chennai Television Limited
NDTV One Holdings Limited
NDTV (Mauritius) Multimedia Limited
NDTV Worldwide Mauritius Limited
NDTV Worldwide Limited
Delta Softpro Pvt Limited

Joint Venture

NGEN Media Services Private Limited

Associate Company

Astro Awani Networks Limited

Key Management Personnel and their relatives

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

II. Disclosure of Related Party Transaction

The following table provides the total amount of transactions that have been entered into with related parties, in the ordinary course of business for the year ended March 31,2012

in Rs Millions

Nature of relationship / transaction	Holding and Ultimate Holding Co		Subsidiary Companies		Fellow Subsidiary		Associate		JV		Key Management Personnel		Total	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
a) Sale/purchase of goods and service														
Rendering of services	**-**	**-**	**12.09**	**20.10**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**12.09**	**20.10**
NDTV Lifestyle Limited			2.43	5.75			-	-	-	-	-		2.43	5.75
Metronation Chennai Television Limited			7.12	10.38			-	-			-		7.12	10.38
NDTV Worldwide Limited			1.66	3.83			-	-			-		1.66	3.83
Others			0.88	0.14			-	-			-		0.88	0.14
Trade Mark / Royalty received	**-**	**-**	**9.27**	**5.02**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**9.27**	**5.02**
NDTV Convergence Limited			3.36	1.89			-				-		3.36	1.89
NDTV Lifestyle Limited			5.87	3.06			-				-		5.87	3.06
Others			0.04	0.07			-				-		0.04	0.07
Services availed of	**-**	**-**	**106.40**	**64.41**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**106.40**	**64.41**
NDTV Convergence Limited			18.51	-									18.51	-
NDTV Lifestyle Limited			87.89	64.28			-				-		87.89	64.28
Others			-	0.13			-				-		-	0.13
Payment made on behalf of others	**-**	**-**	**229.13**	**145.53**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**229.13**	**145.53**
NDTV Lifestyle Limited			218.08	127.03			-				-		218.08	127.03
Others			11.05	18.50			-				-		11.05	18.50
ESOP cost reimbursed	**-**	**-**	**3.86**	**13.67**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**3.86**	**13.67**
NDTV Lifestyle Limited			3.86	13.67			-				-		3.86	13.67
Rent	**-**	**-**	**0.85**	**1.13**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.85**	**1.13**
Metronation Chennai Television Limited			0.85	1.13			-				-		0.85	1.13
Shared service income	**-**	**-**	**90.08**	**82.76**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**90.08**	**82.76**
NDTV Convergence Limited			29.66	24.98			-				-		29.66	24.98
NDTV Lifestyle Limited			44.39	37.45			-				-		44.39	37.45
Metronation Chennai Television Limited			4.71	8.27			-				-		4.71	8.27
Others			11.32	12.06			-				-		11.32	12.06
Shared service cost	**-**	**-**	**1.34**	**1.34**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1.34**	**1.34**
NDTV Labs Limited			0.84	0.97			-				-		0.84	0.97
NDTV Lifestyle Limited			0.48	0.37			-				-		0.48	0.37
Others			0.02	-			-				-		0.02	-
Rental income	**-**	**-**	**21.45**	**18.19**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**21.45**	**18.19**
NDTV Convergence Limited			7.30	7.22			-				-		7.30	7.22
NDTV Lifestyle Limited			13.56	9.30			-				-		13.56	9.30
Others			0.59	1.67			-				-		0.59	1.67
Programs purchased	**-**	**-**	**11.15**	**18.89**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**11.15**	**18.89**
NDTV Lifestyle Limited			11.13	9.19			-				-		11.13	9.19
Others			0.02	9.70			-				-		0.02	9.70
Sale Of Goods/ Assets/ Purchases	**-**	**-**	**(0.00)**	**0.00**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.00)**	**0.00**
NDTV Convergence Limited			(0.00)	-									(0.00)	-
NDTV Worldwide Limited			(0.00)	0.00			-				-		(0.00)	0.00
Programs sold	**-**	**-**	**0.78**	**3.22**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.78**	**3.22**
NDTV Lifestyle Limited			0.70	3.01			-				-		0.70	3.01
Others			0.08	0.21			-				-		0.08	0.21

in Rs Millions

Nature of relationship / transaction	Holding and Ultimate Holding Co		Subsidiary Companies		Fellow Subsidiary		Associate		JV		Key Management Personnel		Total	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
Interest income	**-**	**-**	**(0.00)**	**10.19**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.00)**	**10.19**
Metronation Chennai Television Limited			(0.00)	10.19									(0.00)	10.19
Liabilities Written Back	**-**	**-**	**71.74**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**71.74**	**-**
NDTV Media Limited			71.74	-									71.74	-
Dividend Income	**-**	**-**	**244.58**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**244.58**	**-**
NDTV One HoldingsLimited, Mauritius			244.58	-									244.58	-
Sale of investment	**-**	**-**	**-**	**68.56**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**68.56**
NDTV Emerging Market BV			-	62.81			-				-		-	62.81
NDTV Networks BV			-	5.75			-				-		-	5.75
Bad Debt written off	**-**	**-**	**62.10**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**62.10**	**-**
Metronation Chennai Television Limited			62.10	-			-				-		62.10	-
Provision for doubtful debts	**-**	**-**	**(62.10)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(62.10)**	**-**
Metronation Chennai Television Limited			(62.10)	-			-				-		(62.10)	-
Provision for doubtful debts written back	**-**	**-**	**20.95**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**20.95**	**-**
Metronation Chennai Television Limited			20.95	-			-				-		20.95	-
Provision for doubtful debts & advances	**-**	**-**	**-**	**173.86**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**173.86**
Metronation Chennai Television Limited			-	173.86			-				-		-	173.86
Provision for diminution in Investment	**-**	**-**	**-**	**52.04**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**52.04**
Metronation Chennai Television Limited			-	52.04			-				-		-	52.04
b) Loans given/taken and repayment thereof														
Loan given	**-**	**-**	**81.29**	**58.30**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**81.29**	**58.30**
Delta Softpro Private Limited			44.20	-									44.20	-
Metronation Chennai Television Limited*			37.09	58.30			-				-		37.09	58.30
Loan received back	**-**	**-**	**-**	**3.50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**3.50**
Metronation Chennai Television Limited			-	3.50			-				-		-	3.50
Equity Contribution	**-**	**-**	**213.73**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**213.73**	**-**
Metronation Chennai Television Limited*			136.27	-									136.27	-
Delta Soft Pro Pvt Limited			77.46	-			-				-		77.46	-
Balance at the year end	**-**	**-**	**461.48**	**516.11**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**461.48**	**516.11**
Trade Payable			125.55	160.04									125.55	160.04
Trade Receivables			335.93	244.39									335.93	244.39
Other Receivables*			-	111.68									-	111.68
Short Term Loans & Advances			-	-									-	-
Other Long Term Borrowings							-				-			
c) Remuneration to key managerial personnel	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**25.99**	**20.12**	**25.99**	**20.12**
Dr. Prannoy Roy				-			-				5.82	6.01	5.82	6.01
Mrs. Radhika Roy				-			-				6.01	6.01	6.01	6.01
Mr. K V L Narayan Rao											8.44	8.10	8.44	8.10
Mr. Vikramaditya Chandra				-			-				5.72	-	5.72	-

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

III. Other Key Agreements

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

a) **Co-operation agreement** under which the companies have mutually agreed to grant exclusive royalty free license to use any programme footage or news content whether created or owned by company for up to three minutes subject to the same being used in NDTV branded channel and has also granted right of first refusal to the others with respect to licensing of distribution rights to any programme or news content except for programmes which are made specifically for a third party

b) **Shared Service Agreements** under which the Company has agreed to provide specified shared services on an arms length basis to the group companies. Separate service legal agreements (SLA) have been entered into for providing finance and accounting, MIS, legal and regulatory compliance, human resource, satellite up linking services at a consideration to be ascertained for each specific service.

c) **Cross Channel Promotion Arrangement** under which the NDTV Group companies have agreed to implement a common cross channel promotion agreement. Under the said agreement the charge-outs will be at agreed rates. The Company has been alloted fixed airtime in lieu of banner on NDTV.com

36. Directors Remuneration

(i) Wholetime Directors Remuneration

in Rs million

Particulars	Year ended March 31,	
	2012 [i]	**2011** [ii]
Salary and Other Allowances	22.25	17.82
Contribution to Provident and Other Funds	2.35	1.63
Ex gratia	0.08	0.08
Perquisites	1.32	0.60
Employee Stock Compensation Expense	1.14	–
Total	**27.14**	**20.13**

[i] Includes Remuneration amounting to Rs 4.94 million paid to Directors that exceeds the minimum remuneration payable due to inadequacy of profits, subject to Central Government‘s Approval.

[ii] In addition, Directors’ have received Director Fees aggregating Rs. Nil (previous year Rs 13.50 million) from its overseas subsidiaries.

in Rs million

Particulars	Year ended March 31,	
	2012	**2011**
(ii) Sitting fees	0.78	0.58
(iii) Non- Executive Directors’ Remuneration [iii]	2.50	5.00

[iii] During the previous year, the Company made payment to Non-Executive Directors for the year ended March 31, 2011 for which Company has obtained Central Government and shareholder’s approval.

37. Capital and other commitments

a) Capital commitments

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

in Rs million

Particulars	Year ended March 31,	
	2012	**2011**
Commitments	9.09	13.19
Total	**9.09**	**13.19**

b) Other commitments

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

38. Contingent liabilities

a. Bank Guarantees issued for Nil (Previous Year Rs 2.00 million). These have been issued in the ordinary course of business and no liabilities are expected.

b. Claims against the Company not acknowledged as debts: Rs. 82.56 million (Previous Year Rs. 82.56 million). The amount represents the best possible estimate arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on outcome of the legal process and therefore cannot be predicted accurately. The Company has engaged reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such dispute.

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

39. Subsequent events

I. Metronation Chennai Television Limited – MIB Approval

The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited, on 20th August 2011 entered into an agreement with "Educational Trust Company Private Limited" for the sale of 100% of their respective stakes in Metro Nation Chennai Television Limited for a consideration aggregating Rs.1,500 Lacs. Subsequent to close of the financial year ended 31st March 2012, the joint venture has received approval from the Ministry of Information & Broadcasting for the transfer of 100% stake of the Company and its Joint Venture Partner M/s. Kasturi and Sons Limited. The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited are in the process of completing the formalities and transferring the shareholding to Educational Trust Company including change in the directorship.

II. Turner General Entertainment Networks India Private Limited (Formerly NDTV Imagine Limited) – Abrupt shut down of operations

The Company through its subsidiary held a minority stake in Turner General Entertainment Networks India Private Limited (Formerly NDTV Imagine Limited). Pursuant to an abrupt decision by Turner General Entertainment Networks India Private Limited to shut down their channel “Imagine”, the Company and the subsidiary of the Company has provided for doubtful debts, diminution in the value of investment and contingencies in the profit and loss account of the financial year 31st March 2012. The Company has engaged lawyers and in the process of seeking a legal opinion available to a minority stake holder in the case of abrupt decision by the management.

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

During the year the Company has sought status confirmation from its vendors to classify them as Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Based on the responses received from the vendors the Company has determined the required disclosures as below:

in Rs million

Particulars	
Principal amount remaining unpaid as on 31st March, 2012	Nil
Interest due thereon as on 31st March, 2012	Nil
Interest paid by the Company in term of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the suppliers beyond the appointed day during the year.	Nil
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 the Micro, Small and Medium Enterprises Development Act, 2006.	Nil
Interest accrued and remaining unpaid as on 31st March, 2012	Nil
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.	Nil

Previous Year figures Rs. Nil.

41. Value of imports calculated on CIF basis in Rs million

	Year ended March 31, 2012	2011
Capital Goods	44.56	38.55
Equipments stores and spares	3.78	6.50
Video Tapes	1.52	1.09
Total	**49.86**	**46.14**

42. Expenditure in foreign currency (accrual basis) in Rs million

	Year ended March 31, 2012	2011
Subscription, Uplinking and news service charges	73.71	108.32
Repairs & Maintenance	30.66	36.67
Travelling expenses	26.50	28.39
Consultancy and Professional fees	15.72	30.99
Other expenses (including production expenses, hire charges, etc)	9.16	10.64
Total	**155.75**	**215.01**

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

	% of total consumption 31-Mar-12	Value INR millions 31-Mar-12	% of total consumption 31-Mar-11	Value INR millions 31-Mar-11
Tapes				
Indigenous	39.96	1.52	2.30	0.06
Imported	60.04	2.28	97.70	2.56
	100	3.80	100	2.62
Stores & Spares				
Indeginous	100	1.25	100	0.24
Imported				
	100	1.25	100	0.24

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

	Year ended March 31, 2012	2011
Advertisement Revenue	16.90	10.68
Subscription Revenue*	188.18	162.31
Total	**205.08**	**172.99**

* Out of the above Rs.28.45 million (Previous year Rs.27.24 million) paid to NDTV Lifestyle Limited

45. Going concern

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

46. Acquisition during the year

During the year, the Company has acquired 100% stake in Delta Softpro Private Limited, with effect from February 24, 2012 ("acquisition date").

47. Previous year figures

Till the year ended 31 March 2011, the Company followed the pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company. The Company has reclassified previous year figures to conform to this year's classification.

As per our report of even date

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

For and on behalf of the Board

Dr. Prannoy Roy Executive Co-Chairperson	Radhika Roy Executive Co-Chairperson	K V L Narayan Rao Executive Vice Chairperson
Vikramaditya Chandra Group CEO & Executive Director	Saurav Banerjee Group Chief Financial Officer	Anoop Singh Juneja Company Secretary

New Delhi Television Limited
Consolidated Financial Statements

Auditor's Report on the Consolidated Financial Statements of New Delhi Television Limited

The Board of Directors of New Delhi Television Limited

1. We have audited the attached consolidated balance sheet of New Delhi Television Limited (the "Company") and its subsidiaries, its jointly controlled entity and associate company; hereinafter referred to as the "Group" (refer Note 35 to the attached consolidated financial statements) as at March 31, 2012, the related consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of an associate company included in the consolidated financial statements, which constitute net profit of Rs 16.73 million for the period from April 1, 2011 to March 31, 2012. The unaudited financial information has been provided to us by the management, and our opinion on the consolidated financial statements to the extent they relate to the associate company, is based solely on such unaudited financial information furnished to us.
4. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements, Accounting Standard (AS) 23 - Accounting for Investments in Associates in Consolidated Financial Statements, and Accounting Standard (AS) 27 - Financial Reporting of Interests in Joint Ventures notified under sub-section 3C of Section 211of the Companies Act, 1956.
5. *We draw your attention to Note 35 on the financial statements regarding managerial remuneration paid in excess of that prescribed in the Schedule XIII to the Act, to the directors of the Company, aggregating Rs 8.30 Millions for the year ended March 31,2010 and aggregating Rs 22.69 Millions for the year ended March 31,2012 for which the Company is yet to receive requisite approvals from the Central Government. Had these excess amounts been recorded as recoverable from directors pending receipt of approval from the Central Government, the loss after taxation would have been Rs. 842.73 Millions as against the reported figures Rs.873.72 Millions (Previous year Rs. 1,730.58 Millions as against reported figure Rs. 1,738.88 Millions), loss per share for the year would have been Rs. 13.07 as against the reported figure of Rs 13.55 (Previous year Rs. 26.84 as against reported figure of Rs. 26.97) and current assets would have been Rs. 4,844.57 Millions as against reported figures of Rs. 4,813.58 Millions (Previous year Rs. 4,976.12 Millions as against reported figures of Rs. 4,967.82 Millions)*
6. Based on our audit and on consideration of reports of other auditor(s) on separate financial statements and on the other financial information of the component(s) of the Group as referred to above, and to the best of our information and according to the explanations given to us, *except for the matter referred to in paragraph 5* above, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
   (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2012;
   (b) in the case of the consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date: and
   (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For Price Waterhouse
Firm Registration No - FRN 007568S
Chartered accountants

Anupam Dhawan
Partner
Membership No - F 084451

Place of Signing : New Delhi
Date : May 3, 2012

New Delhi Television Limited

Consolidated Balance sheet as at March 31,

in Rs million

	Notes	2012	2011
Equity and liabilities			
Shareholders' funds			
Share capital	3	257.89	257.89
Reserves and surplus	4	1,669.99	2,422.57
		1,927.88	**2,680.46**
Minority		1,761.98	1,795.66
Non-current liabilities			
Long-term borrowings	5	75.87	99.14
Other long-term liabilities	6	–	95.62
Long-term provisions	7	160.88	49.44
		236.75	**244.20**
Current liabilities			
Short-term borrowings	8	2,057.25	1,772.12
Trade payables	9	785.27	823.61
Other current liabilities	10	485.20	360.15
Short-term provisions	11	10.41	9.93
		3,338.13	**2,965.81**
TOTAL		**7,264.74**	**7,686.13**
Assets			
Non-current assets			
Fixed assets			
Tangible assets	12	1,702.38	1,762.26
Intangible assets	13	138.72	59.26
Capital work-in-progress		5.72	0.19
Non-current investments	14	186.15	554.29
Deferred tax assets (net)	15	112.39	112.39
Long-term loans and advances	16	296.07	225.31
Other non-current assets	18.2	9.71	4.59
		2,451.14	**2,718.29**
Current assets			
Inventories	17	173.09	93.73
Trade receivables	18.1	1,393.72	1,450.50
Cash and bank balances	19	2,478.29	2,853.76
Short-term loans and advances	16	735.11	530.62
Other current assets	18.2	33.39	39.23
		4,813.60	**4,967.84**
TOTAL		**7,264.74**	**7,686.13**
Summary of significant accounting policies	2		

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

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

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

in Rs million except per share data

	Notes	2012	2011
Income			
Revenue from operations	20	4,833.65	4,250.25
Other income	21	228.95	283.02
Total revenue (I)		**5,062.60**	**4,533.27**
Expenses			
Production expenses	22	1,023.69	824.04
Employee benefits expense	23	1,497.08	1,510.08
Operations & administration expenses	24	1,152.29	1,364.07
Marketing, distribution & promotion expenses		1,352.15	1,261.79
Depreciation and amortization expense	25	284.14	308.37
Finance costs	26	220.16	242.88
Total (II)		**5,529.51**	**5,511.23**
Profit before exceptional and extra ordinary items and tax (I) – (II)		**(466.91)**	**(977.96)**
Exceptional items (net)	27	395.33	757.02
Profit/(loss) before tax		**(862.24)**	**(1,734.98)**
Tax expense			
Current tax		91.18	41.06
Tax on earlier years		(0.81)	8.64
Fringe benefit tax		-	5.20
Total tax expense		**90.37**	**54.90**
Profit/(loss) for the year		**(952.61)**	**(1,789.88)**
Share of minority		(62.15)	(40.38)
Share in profit of associate		16.73	10.62
Profit/(loss) for the year carried to Reserves & Surplus		**(873.72)**	**(1,738.88)**
Earnings / (Loss) per equity share (nominal value of share Rupees 4/-)	28		
Basic			
Computed on the basis of total profit for the year		(13.55)	(26.97)
Diluted			
Computed on the basis of total profit for the year		(13.55)	(26.97)
Summary of significant accounting policies	2		

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

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited

Consolidated Cash flow statements for the year ended March 31,

in Rs million

	Notes	2012	2011
Cash flow from operating activities			
Profit/(loss) before tax		**(862.24)**	**(1,734.98)**
Non-cash adjustment to reconcile profit before tax to net cash flows			
Depreciation/ amortization		284.14	308.37
Tangible/Intangible assets written off		27.41	70.34
Impairment/ other write off on tangible/ intangible assets		–	580.88
Provision for Gratuity/Leave encashment		11.66	34.46
Loss/ (profit) on sale of fixed assets		(0.54)	15.21
Provision for doubtful advances		24.91	116.77
Provision for doubtful advances written back		(7.03)	–
Liabilities no longer required written back		(61.74)	(60.97)
Provision for impairment written back		(22.38)	
Provision for bad & doubtful debts		66.35	40.21
Bad/Debts written off		21.61	10.06
Provision for doubtful debts written back		(25.32)	–
Provision for diminution in value of investments (current plus other long term)		383.87	262.74
Provision for contingencies		89.64	–
Employee stock compensation expense		14.41	33.92
Unrealized foreign exchange loss/(gain)		(1.11)	(44.43)
Barter Income		(151.12)	(219.90)
Barter Expenditure		101.26	202.68
Tax Deducted at Source on service Income		(138.19)	(106.68)
Interest expense		214.49	220.47
Interest (income)		(217.37)	(129.39)
Dividend (income)			
Operating profit/(loss) before working capital changes		**(247.30)**	**(400.24)**
Movements in working capital :			
Increase/ (decrease) in trade payables		(128.02)	210.19
Increase / (decrease) in short-term provisions		(2.06)	(8.55)
Increase/ (decrease) in other current liabilities		70.31	(144.74)
Increase/ (decrease) in other long-term liabilities		(95.62)	(20.18)
Decrease / (increase) in trade receivables		(77.92)	(200.70)
Decrease / (increase) in inventories		(79.35)	(44.81)
Decrease / (increase) in long-term loans and advances		(113.41)	(40.62)
Decrease / (increase) in short-term loans and advances		78.35	(60.30)
Decrease / (increase) in other non-current assets		(5.12)	–
Cash generated from /(used in) operations		(600.14)	(709.95)
Direct taxes (paid)/refund		30.31	221.67
Fringe benefit taxes (paid)/refunds		1.42	1.29
Net cash flow from/ (used in) operating activities (A)		**(568.41)**	**(486.99)**
Cash flows from investing activities			
Purchase of tangible/intangible fixed assets, including CWIP		(308.78)	(139.18)
Proceeds from sale of fixed assets		10.86	151.42
Advance received for sale of subsidiary		75.00	–
Interest received		201.84	106.71
Net cash flow from/ (used in) investing activities (B)		**(21.08)**	**118.95**

	Notes	2012	2011
			in Rs million
Cash flows from financing activities			
Proceeds from issuance of equity share capital		–	0.05
Proceeds from Minority		28.21	1,817.61
Repayment of long-term borrowings		(21.27)	(152.14)
Proceeds/(repayment) from short-term borrowings		309.53	(585.34)
Proceeds from intercorporate loan		82.90	67.30
Interest paid		(196.10)	(217.28)
Interest paid on finance lease		(1.93)	(5.29)
Net cash flow from/ (used in) in financing activities (C)		**201.34**	**924.91**
Net increase/(decrease) in cash and cash equivalents (A + B + C)		**(388.15)**	**556.87**
Effect of exchange differences on cash & cash equivalents held in foreign currency			
Cash and cash equivalents at the beginning of the year		2,853.76	611.78
Addition of Opening Cash & Bank Balance on account of Merger (note 33)		–	1,751.01
Cash and cash equivalents at the end of the year	**19**	**2,465.61**	**2,919.66**
Components of cash and cash equivalents			
Cash on hand		3.99	2.74
Cheques/ drafts on hand		–	–
With banks- on current account		182.16	479.08
- on deposit account		2,291.73	2,371.53
- unpaid dividend accounts*		0.41	0.41
		2,478.29	**2,853.76**
Unrealised foreign exchange gain/(loss)		**(12.68)**	**65.91**
Total cash and cash equivalents (note 19)		**2,465.61**	**2,919.66**
Summary of significant accounting policies	2		

Notes :

* The Company can utilize these balances only toward settlement of the respective unpaid dividend, unpaid matured deposits and unpaid matured debenture liabilities.

1. The above Cash flow statement has been prepared under the indirect method setout in AS-3 as notified under section 211(3C) of the Companies Act,1956.
2. Figures in brackets indicate cash outflow.
3. Following non cash transactions have not been considered in the cash flow statement.
   – Tax deducted at source (on income)
   – Barter Transactions
4. Includes:
   – Fixed deposits under lien Rs. 5.9 million (Previous Year Rs 2.1 million) against letters of credit issued and against bank guarantees. Further, fixed deposits amounting to Rs. Rs. 674.82 million (Previous Year Rs 637.79 million) is under lien towards loan against deposits.
5. Previous year's figures have been regrouped or reclassified wherever necessary to conform to current year's grouping and classification.

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

For and on behalf of the Board

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

New Delhi Television Limited

Notes to the Consolidated Financial Statements for the year ended 31 March 2012

1. Corporate information

New Delhi Television Limited (Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) in India. The Company is in television media and currently operates three news channels (NDTV 24x7, NDTV India & NDTV Profit) in India. The Company has step-down subsidiaries: NDTV Lifestyle, NDTV Convergence (triple play; to exploit the synergies between television, Internet and mobile and owns the website ndtv.com); NDTV Worldwide offering high end consultancy for setting up of local television news channels in emerging markets across the world; and a 50:50 joint venture with Genpact, NGEN Media Services (outsourcing of post-production services and digital asset management).

2. Summary of significant accounting policies

2.1 Basis of preparation and principles of consolidation

(a) The Consolidated Financial Statements (CFS) of the Company are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual and prepares its accounts on a going concern basis.

(b) The CFS are prepared after the elimination of all inter-company accounts and transactions in accordance with Accounting Standard - 21 and are prepared under historical cost convention in accordance with generally accepted accounting principles applicable in India. Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date of disposal.

(c) The CFS include the interest in a jointly controlled entity using proportionate consolidation method. For the purpose of applying proportionate consolidation, the venturer uses the consolidated financial statement of the jointly controlled entity.

(d) The CFS include the share of profit/loss of the associate companies which has been accounted as per the 'Equity method', and accordingly, the share of profit / loss of each of the associate companies from the date of acquisition has been added to / deducted from the cost of investments. An Associate is an enterprise in which the investor has significant influence and which is neither a Subsidiary nor a Joint Venture of the investor.

(e) The notes and significant policies to the CFS are intended to serve as a guide for better understanding of the Group's position. In this respect, the Group has disclosed such notes and policies, which represent the required disclosure.

(f) Reserves shown in the consolidated balance sheet represent the Group's share in the respective reserves of the Group companies. Retained earnings comprise general reserve, capital reserve and profit and loss account.

(g) Minority Interests in the net assets of the consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which the investments are made by New Delhi Television Limited in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments as stated above.

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

2.2 Goodwill/Capital reserve

Subsidiaries

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

Associate

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

2.3 Change in accounting policy

Dividend on investment in subsidiary companies

The Company was complying with the requirement of pre-revised Schedule VI of recognising dividend declared by subsidiary companies after the reporting date if they related to the period which closed on or before the reporting date, till March 31, 2011. In the absence of a similar requirement in the Revised Schedule VI, the Company has now changed its accounting policy in order to comply with the requirements of AS 9: Revenue Recognition, which requires dividend income to be recognised when the right to receive dividend is established. The aforesaid change has had no impact on the Statement of Profit and Loss in the current year since no dividend in respect of the current year was declared by any subsidiary after the reporting date.

2.4 Use of estimates

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

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

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

2.5 Tangible fixed assets

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

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

Land and buildings have been stated at an amount inclusive of appreciation amounting to Rs 229.64 million arising on revaluation carried out by an independent valuer as at March 31, 2009.The said amount is adjusted in pursuant of Scheme of Arrangement (refer Note 33). The methods adopted for revaluation of the assets were as under:

a) Land: Prevailing market rate of land as on the date of revaluation.

b) Buildings: Based on rates available for Direct Comparison/Comparable Sale Method.

Leasehold land is amortised over the period of the lease.

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

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

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

2.6 Intangible assets

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

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

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

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

Leasehold land is amortised over the period of lease.

The rates of depreciation derived from these estimates of useful lives are higher than those mandated by Schedule XIV to the Companies Act, 1956 after considering the impact of shift workings.

2.7 Leases

As a lessee:

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

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

As a lessor:

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating eases. Lease income on such operating leases is recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of profit and loss in the period in which they are incurred.

2.8 Borrowing costs

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

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

2.9 Impairment of tangible and intangible assets

The management periodically assesses using external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above

2.10 Revenue recognition

Advertisement revenue from broadcasting is recognised net of agency commissions when the advertisements are displayed.

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

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

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

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

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

2.11 Investments

Current investments are valued at cost or fair value whichever is lower. Long term investments are stated at cost of acquisition. However, permanent diminutions, if any, are adjusted against the value of investments.

2.12 Inventories

Stores and Spares

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

VHS Tapes

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

Programmes under production and finished programmes

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

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

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

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

2.13 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.

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

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

2.14 Employee benefits

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

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

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

2.15 Employee stock based compensation

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options/shares over the exercise price of the options/shares given to employees under the Employee Stock Option Scheme/Employee Stock Purchase Scheme of the Company, is recognised as deferred stock compensation expense and is amortised over the vesting period on the basis of generally accepted accounting principles in accordance with the guidelines of Securities and Exchange Board of India.

In respect of subsidiaries, the employee share based compensation expense is calculated based on the intrinsic value method wherein the excess of value underlying equity shares as determined by an independent valuer as on the date of grant of the shares over the exercise price of the shares allotted to the employees of the subsidiaries or to the trustees of NDTV Group Employee Trust which will hold shares on behalf of employees of the respective subsidiaries and other group companies collectively referred to as beneficiaries is recognized as deferred stock compensation expense and is amortised over the vesting period as per generally accepted accounting principles in India.

2.16 Earnings per share

Basic EPS

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

Diluted EPS

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

2.17 Other income

Dividends

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

Interest Income

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

2.18 Barter transactions

Barter transactions are recognised at the fair value of consideration receivable or payable. 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/ 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 assets 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 contemporaneously 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.

2.19 Taxes on income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and/or the applicable local tax laws and based on expected outcome of the assessment.

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

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

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

3. Share capital

in Rs million

	As at March 31,	
	2012	**2011**
Authorized		
433,250,000 (Previous Year 433,250,000) Equity Shares of Rs.4/- each	1,733	1,733
Issued		
64,482,517 (Previous Year 64,482,517) Equity Shares of Rs.4/- each	257.93	257.93
Subscribed and fully paid-up		
64,471,267 (Previous Year 64,471,267) Equity Shares of Rs.4/- each	257.89	257.89
	257.89	**257.89**

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

Equity shares

	As at March 31, 2012		As at March 31, 2011	
	No. millions	**INR millions**	**No. millions**	**INR millions**
At the beginning of the year	64.47	257.89	64.46	257.84
Issued during the year – ESPS	–	–	0.01	0.05
Outstanding at the end of the year	64.47	257.89	64.47	257.89

The Company has issued 1,915,460 Eequity shares (March 31, 2011: 1,915,460) of Rs. 4/- each allotted to employees of the Company on exercise of the vested stock options under Employee Stock Option Plan - ESOP 2004 of the Company. Further, 1,753,175 Equity shares (March 31, 2011: 1,753,175) of Rs. 4/- each allotted to the eligible employees of the Company under ESPS 2009 during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee services.

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

Name of the shareholder	As at March 31, 2012		As at March 31, 2011	
	No. millions	**% holding**	**No. millions**	**% holding**
Equity shares of INR 4 each fully paid				
RRPR Holding Private Limited	18,813,928	29.18	18,813,928	29.18
Mrs. Radhika Roy	10,524,249	16.32	10,524,249	16.32
Dr. Prannoy Roy	10,276,991	15.94	10,276,991	15.94
Goldman Sachs Investments (Mauritius) I Limited	–	–	5,106,518	7.92
GS Mace Holdings Limited	–	–	4,030,376	6.25
Oswal Greentech Limited	9,136,894	14.17	–	–

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(c) Rights & Restrictions attached to Equity shares

The Company has one class of equity shares having a par value of Rs. 4 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(d) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the company, please refer note 30.

4. Reserves and surplus in Rs million

	As at March	
	2012	**2011**
Securities premium account		
Opening balance	2,731.55	2,782.57
Additions during the year [i]	14.40	99.21
Adjusted against opening profit & loss (Debit Balance) [ii]	–	(150.23)
Closing Balance	**2,745.95**	**2,731.55**
Revaluation reserve		
Opening balance	–	225.95
Adjusted against opening profit & loss (Debit Balance) [ii]	–	(225.95)
Closing Balance	**–**	**–**
Employee share purchase outstanding		
Gross employee stock purchase compensation for ESPS issued in earlier years	137.01	137.01
Less: transferred to securities premium on exercise of stock purchase	(136.13)	(136.13)
Closing Balance	**0.88**	**0.88**
General reserve		
Balance as per the last financial statements	52.70	52.70
Closing Balance	**52.70**	**52.70**
Capital Reserve		
Opening balance	133.95	0.21
Additions during the year	–	131.50
Adjusted against opening profit & loss (debit balance) [ii]	–	2.24
Closing Balance	**133.95**	**133.95**
Currency translation reserve	1.44	(2.31)
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(494.20)	870.74
Adjusted against reserve & surplus as per Scheme of arrangement [ii]	–	373.94
Adjustment against appropriation of minority	102.99	–
Loss for the year	(873.72)	(1,738.88)
Net surplus/(deficit) in the statement of profit and loss	**(1,264.93)**	**(494.20)**
Total reserves and surplus	**1,669.99**	**2,422.57**

[i] On exercise of employee stock options 2004 and allotment of ESPS 2009 (note 30)

[ii] Consequent to Scheme of arrangement (note 33)

5. Long-term borrowings

in Rs million

	As at March 31,			
	Non-current portion		Current maturities	
	2012	2011	2012	2011
Term loans				
Indian rupee loan from banks (secured) [i, ii]	75.80	99.14	23.34	21.27
Other loans and advances				
Finance lease obligation (secured)	0.07	–	–	15.63
	75.87	**99.14**	**23.34**	**36.90**
The above amount includes				
Secured borrowings	75.87	99.14	23.34	36.90
Unsecured borrowings	–	–	–	–
Amount disclosed under the head "other current liabilities" (note 10)	–	–	(23.34)	(36.90)
	75.87	**99.14**	**–**	**–**

Total term loans from banks (current and non-current portions) as at March 31, 2012 are Rs 99.14 million (previous year Rs 120.41 million). The nature of secuirty and terms of repayment are as shown:

	Nature of Security	Terms of Repayment
i	Term Loans from Bank amounting to Rs 55.33 millions (previous year Rs. 55.33 millions) are secured by charge created on FC-10, Sector XVIA, Noida and further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets of the Company-both present & future and hypothecation of Receivables / Book Debts.	96 monthly instalments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (21.01.2008)
ii.	Term Loans from Bank amounting to Rs 43.81 millions (previous year Rs. 65.08 millions) are secured by the hypothecation of specific plant and machinery acquired/ to be acquired against the aforesaid loan and further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, hypothecation of plant and machinery, equipments and all other fixed assets of the Company-both present & future and hypothecation of Receivables/ Book Debts.	72 monthly instalments after moratorium period of 12 months i.e. commencing from 13th month from the date of release (15.02.2007)

6. Other long-term liabilities

in Rs million

Particulars	As at March 31,	
	2012	2011
Advances from customers	–	95.62
	–	95.62
	–	**95.62**

7. Provisions

in Rs million

	As at March 31,			
	Long-term		Short-term	
	2012	2011	2012	2011
Provision for employee benefits				
Provision for gratuity	58.25	49.01	10.22	9.93
Provision for leave encashment	0.31	0.43	0.19	–
	58.56	**49.44**	**10.41**	**9.93**
Others				
Provision for contingencies	102.32	–	–	–
Amount disclosed under the head "short term provisions" (note 11)	–	–	(10.41)	(9.93)
	102.32	–	(10.41)	(9.93)
Total	**160.88**	**49.44**	**–**	**–**

8. Short-term borrowings in Rs million

	As at March 31, 2012	As at March 31, 2011
Secured:		
Working capital loans from banks repayable on demand [i & ii]	844.35	1,034.91
Short term corporate loan from banks	500.00	–
Advance against banks term deposit receipts (note 19)	630.00	629.91
	1,974.35	**1,664.82**
Unsecured:		
Loans		
From other parties	82.90	107.30
Total	**2,057.25**	**1,772.12**
The above amount includes		
Secured borrowings	1,974.35	1,664.82
Unsecured borrowings	82.90	107.30

i. Rs.579.19 millions (previous year Rs. 672.86 millions) secured by way of charge created on all current and future book-debts of the Company. The loan is further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, FC-10, Sector XVIA, Noida, hypothecation of plant and machinery, equipments and all other fixed assets of the Company-both present & future and fixed deposits against margin for Letter of credit/Bank guarantee.

ii. Rs. 265.16 million (previous year Rs 362.04) to be secured against the mortgage of property at 207 Okhla Industrial Area, Phase III, New Delhi

iii. Rs.500.00 millions (previous year Rs. Nil) secured by way of charge created on all current and future book-debts of the Company. The loan is further secured by way of collateral given on office premises at W-17, GK-I, 2nd floor, New Delhi, FC-10, Sector XVIA, Noida, hypothecation of plant and machinery, equipments and all other fixed assets of the Company-both present & future and fixed deposits against margin for Letter of credit/Bank guarantee.

iv. Rs. 630.00 million (previous year Rs 629.91 million) secured against fixed deposit amounting to Rs. 674.82 million (previous year Rs. 637.78 million).

9. Trade Payables in Rs million

	As at March 31, 2012	As at March 31, 2011
Trade payables	785.27	823.61

10. Other current liabilities in Rs million

	As at March 31, 2012	As at March 31, 2011
Advances from customers	159.49	193.02
Advance towards sale of investment	75.00	–
Income received in advance	36.47	12.22
Interest accrued and due on borrowings	18.58	3.03
Unpaid dividend	0.41	0.41
Book overdraft	17.67	4.28
Employee benefits payable	61.61	64.06
Statuotry dues payable	61.52	43.32
Current maturities of long-term borrowings (note 5) (Includes current maturity of finance lease obligation Nil (March 31, 2011: Rs 15.48 million))	23.34	36.90
Others	31.11	2.91
	485.20	**360.15**

11. Short-term provisions

in Rs million

	As at March 31, 2012	As at March 31, 2011
Provision for employee benefits		
Provision for gratuity	10.22	9.93
Provision for leave encashment	0.19	–
	10.41	9.93

12. Tangible Assets

in Rs. million

Particulars	Land	Lease-hold Land	Building	Plant & Machinery (Main)	Plant & Machinery (Other)	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Total
Cost or valuation										
As at April 01, 2011	**14.99**	**495.00**	**111.83**	**1,758.74**	**103.41**	**318.69**	**72.25**	**331.25**	**228.10**	**3,434.26**
Additions during the year	43.44	–	–	68.47	1.97	34.17	15.90	9.44	50.97	224.36
Disposals/adjustments during the year	–	–	–	207.73	12.24	1.12	1.90	–	69.98	292.97
As at March 31, 2012	**58.43**	**495.00**	**111.83**	**1,619.48**	**93.14**	**351.74**	**86.25**	**340.69**	**209.09**	**3,365.65**
Depreciation										
Upto March 31, 2011	**–**	**10.81**	**7.83**	**991.25**	**62.36**	**205.79**	**52.55**	**204.15**	**137.26**	**1,672.00**
Charge for the year	–	6.07	2.22	142.30	7.98	36.64	10.21	33.35	28.45	267.22
Disposals/adjustments during the year	–	–	–	179.62	11.48	1.05	1.44	–	61.65	255.24
Impairment loss	–	–	–	–	–	0.49	–	–	–	0.49
Reversal of Impairment loss	–	–	–	8.47	–	–	0.79	11.94	–	21.20
Upto March 31, 2012	**–**	**16.88**	**10.05**	**945.46**	**58.86**	**241.87**	**60.53**	**225.56**	**104.06**	**1,663.27**
Net Block										
As at March 31, 2011	**14.99**	**484.19**	**104.00**	**767.49**	**41.05**	**112.90**	**19.70**	**127.10**	**90.84**	**1,762.26**
As at March 31, 2012	**58.43**	**478.12**	**101.78**	**674.02**	**34.28**	**109.87**	**25.72**	**115.13**	**105.03**	**1,702.38**

Notes:

1. Opening gross block includes amount of Rs.1.38 million in Plant & Machinery (accumulated depreciation of Rs.0.87 million), Rs.44.8 million (accumulated depreciation of Rs.0.94 million) in computers on account of assets on lease, the ownership of which has been transferred in the name of company during the current financial year.
2. Building includes land appurtenant to the building acquired.
3. Gross Block of Vehicles includes assets aggregating Rs. 23.7 million (Previous Year Rs.24.98 million) purchased under barter arrangements during the year
4. Gross Block of Land includes assets aggregating Rs.Nil (Previous Year Rs.13.94 million) purchased under barter arrangements during the year.
5. Gross Block of Plant and Machinery include assets aggregating Rs.4.06 million (Previous Year Rs. Nil) purchased under barter arrangements during the year.
6. During the year pursuant to the physical verification exercise assets having net block of Rs.2.85 million were identified and written off. The aforesaid net block included office equipments of Rs.0.05 million, Plant & Machinery (Main) of Rs.2.79 million and Plant & Machinery (others) of Rs.0.6 million.
7. As per the scheme of amalgamation (Refer note 33) the company acquired the gross block of Rs. Nil million (Previous Year Rs.153.08 million) of Tangible assets with an accumulated depreciation of Rs. Nil (Previous year Rs.27.55 million). The details of assets so acquired is as follows:

Tangible Assets acquired during the year ended March 31, 2011

in Rs. million

Particulars	Building	Plant & Machinery (Main)	Plant & Machinery (Other)	Computers	Office Equipment	Furniture & Fixtures	Total
Gross Block		51.29	0.75	6.07	2.87	72.86	133.84
Accumulated Depreciation		6.60	0.04	0.96	0.47	13.44	21.51
Net block		44.69	0.71	5.11	2.40	59.42	112.33

13. Intangible Assets in Rs. million

Particulars	Computer Software	Website	Technical Knowhow	Goodwill	Total
Gross block					
At 31 March 2011	**105.16**	**23.78**	**1.50**	**580.87**	**711.31**
Purchase (note 40)	10.55	7.00	–	77.65	95.20
At 31 March 2012	**115.71**	**30.78**	**1.50**	**658.52**	**806.51**
Amortization					
At 31 March 2011	**47.38**	**22.30**	**1.50**	**580.87**	**652.05**
Charge for the year	16.33	0.59	–		16.92
Reversal of Impairment loss	1.18	–	–		1.18
At 31 March 2012	**62.53**	**22.89**	**1.50**	**580.87**	**667.79**
Net block					
At 31 March 2011	**57.78**	**1.48**	**–**	**–**	**59.26**
At 31 March 2012	**53.18**	**7.89**	**–**	**77.65**	**138.72**

Notes:

1. Opening gross block includes amount of Rs.1.87 million (accumulated depreciation of Rs.0.30 million) in computer software on lease, the ownership of which has been transferred in the name of company during the current financial year.
2. As per the scheme of amalgamation (Refer note 33) the company acquired the gross block of Rs. Nil million (Previous Year Rs.6.04 million) of Intangible assets with an accumulated depreciation of Rs. Nil (Previous year Rs.0.77 million). The details of assets so acquired is as follows:

Intangible Assets acquired during the year ended March 31, 2011 in Rs. million

Particulars	Computer Software	Computer Software on lease	Total
Gross Block	6.04	–	6.04
Accumulated Depreciation	0.77	–	0.77
Net block	5.27	–	5.27

14. Non-current investments in Rs million

	As at March 31,	
	2012	**2011**
Trade investments (valued at cost unless stated otherwise)		
Unquoted		
Investment in Associate		
Astro Awani Network Limited		
– 212,500 (Previous Year 212,500) Equity Shares of USD 1/- each Fully Paid Up (Goodwill on acquisition Rs. 80,877,697)	10.62	–
Add: Share of Profit/(Loss) for the year	16.74	10.62
	27.36	**10.62**
Quoted		
Investment in others		
Jai Prakash Power Ventures Ltd	137.31	210.01
– 2,692,419 (Previous Year 2,692,419) Equity Shares of Rs -10/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 72.70 million (previous year NIL)		
Non-Trade investments (valued at cost unless stated otherwise)		
Mutual Funds (Quoted)		
SBI Mutual Fund	2.00	3.00
(70,950.75 units (previous year 106,426.125) of SBI Magnum Balance Fund- Growth)		

	As at March 31, 2012	As at March 31, 2011
Others (unqouted)		
EMAAR MGF Land Limited	18.84	85.72
– 362,318 (previous year 362,318) Equity Shares (net of provision for other than temporary diminution aggregating to Rs 106.44 million (previous year Rs 39.56 million)		
Turner General Entertainment Networks India Private Limited (Formerly NDTV Imagine Limited)		
– 737,562 (previous year 737,562) Equity Shares of Rs.10/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 446.37 million (previous year Rs 202.07 million)	–	244.30
Media Networks Limited		
– 10,000 (previous year 10,000) Equity Shares of HKD 10/- each Fully Paid Up	0.64	0.64
Delhi Stock Exchange		
– 299,300 (Previous year 299,300) Equity Shares of Rs.1/- each Fully Paid Up (net of provision for other than temporary diminution aggregating to Rs 20.95 million (previous year Rs 20.95 million)	–	–
	186.15	**554.29**
Aggregate amount of quoted investments	139.31	213.01
Market value of quoted investments	113.06	115.28
Aggregate amount of unquoted investments	693.30	603.87
Aggregate provision for diminution in the value of investment	646.47	262.60

15. Deferred tax asset (net)

in Rs million

	As at March 31, 2012	As at March 31, 2011
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	(91.85)	(91.85)
Others	–	–
Gross deferred tax liability	**(91.85)**	**(91.85)**
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	16.47	16.47
Accumulated Losses	167.32	167.32
Provision for doubtful debts and advances	20.45	20.45
	204.24	**204.24**
Provision for warranties	–	–
Provision for litigations	–	–
Others	–	–
Gross deferred tax asset	**204.24**	**204.24**
	–	–
Net deferred tax asset	**112.39**	**112.39**

Deferred tax assets, including those related to unused tax losses, are recognised to the extent that management is confident that future taxable profit will be available against which the assets can be utilised.

16. Loans and advances

in Rs million

	As at March 31,			
	Long-term		Short-term	
	2012	2011	2012	2011
Capital advances				
Secured, considered good				
Unsecured, considered good	117.13	72.20	–	–
Security deposit				
Unsecured, considered good	44.80	52.46	52.12	57.10
Doubtful	23.93	23.87	10.67	(13.20)
	68.73	76.33	62.79	43.90
Provision for doubtful security deposit	(23.93)	(23.87)	(10.67)	(10.67)
	44.80	**52.46**	**52.12**	**33.23**
Advances recoverable in cash or kind				
Unsecured considered good	0.69	1.47	180.31	165.21
Doubtful			113.38	96.37
	0.69	1.47	293.69	261.58
Provision for doubtful advances			(113.38)	(96.37)
	0.69	**1.47**	**180.31**	**165.21**
Other loans and advances				
Advance income-tax (net of provision for taxation)	46.31	87.82	269.54	178.43
Prepaid expenses			121.36	74.11
Advances and imprest to employees	2.74	2.74	26.23	33.45
Loan to employees	84.26	7.33	–	–
Advance fringe benefit tax	0.14	1.29	6.30	6.57
Due from Government authorities			79.25	39.62
Total	**296.07**	**225.31**	**735.11**	**530.62**

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

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Loans to employees include				
Dues from officers	–	–	0.19	0.10

17. Inventories

in Rs million

	As at March 31,	
	2012	2011
Stores & Spares	0.45	1.55
Video Tapes	1.88	1.22
Programmes under production and finished programmes	170.76	90.96
	173.09	**93.73**

18. Trade receivables and other assets

18.1. Trade receivables

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
unsecured, considered good			119.14	194.64
Doubtful			189.26	120.09
	–	**–**	**308.40**	**314.73**
Provision for doubtful receivables	–	–	(189.26)	(120.09)
	–	**–**	**119.14**	**194.64**
Other receivables				
unsecured, considered good	–	–	1,274.58	1,255.86
Doubtful	–	–		–
	–	–	1,274.58	1,255.86
Provision for doubtful receivables	–	–		
	–	**–**	**1,274.58**	**1,255.86**
	–	**–**	**1,393.72**	**1,450.50**

18.2. Other assets

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Unsecured, considered good unless stated otherwise				
Non-current bank balances (note19)	9.71	4.59	**–**	**–**
Others				
Interest accrued on fixed deposits	–	–	33.39	39.23
	9.71	4.59	33.39	39.23

19. Cash and bank balances

in Rs million

	As at March 31,			
	Non-current		Current	
	2012	2011	2012	2011
Cash and cash equivalents				
Cash in hand	–	–	3.99	2.74
Balances with banks				
Current accounts	–	–	173.79	474.18
EEFC account	–	–	8.37	4.90
Unclaimed dividend	–	–	0.41	0.41
Deposits with original maturity of less than three months	–	–	286.16	113.73
	–	–	472.72	595.96
Other bank balances				
Deposits with original maturity for more than 12 months	3.71	4.39	–	–
Deposits with original maturity for more than 3 months but less than 12 months	–	–	1,330.87	1,609.28
Margin money deposit (note 8)	6.00	0.20	674.70	648.52
Amount disclosed under non-current assets (note 18.2)	(9.71)	(4.59)	–	–
	–	**–**	**2,478.29**	**2,853.76**

20. Revenue from operations in Rs million

	Year ended March 31, 2012	2011
Revenue from operations		
Advertisement revenue	3,132.63	3,037.92
Subscription revenue	697.56	559.60
Other news delivery avenues	275.65	196.90
Events	282.65	190.76
Other business income	297.05	155.47
Shared services	28.68	30.32
Sale of television software	25.34	18.12
Other operating revenue		
Provision for doubtful debts written back	25.32	–
Provision For doubtful advances written back	7.03	–
Provision for impairment in value of an investment written back	–	–
Liabilities no longer required written back	61.74	60.97
Rental income	–	0.19
	4,833.65	**4,250.25**

21. Other income in Rs million

	Year ended March 31, 2012	2011
Interest income on		
Bank deposits	213.78	100.42
Interest earned on income tax refund	3.59	28.97
Foreign exchange fluctuations (net)	2.10	145.84
Profit on sale of fixed assets	0.54	–
Miscellaneous income	8.94	7.79
	228.95	**283.02**

22. Production Expenses in Rs million

	Year ended March 31, 2012	2011
Consultancy & professional fee	220.61	203.54
Hire charges	25.63	21.34
Graphic, music & editing	28.10	16.41
Video cassettes	7.28	4.56
Subscription, footage & news service	80.62	79.53
Software expenses	13.22	25.71
Transmission & uplinking	110.74	97.53
Sets construction	10.89	8.43
Panelist fees	11.34	4.84
Hosting & streaming services	56.98	39.80
Travelling	130.88	129.23
Stores & spares	6.60	6.35
Amortization of programme	198.63	96.34
Other production	122.17	90.43
	1,023.69	**824.04**

23. Employee benefits expense (notes 29 & 30) in Rs million

	Year ended March 31,	
	2012	**2011**
Salaries, wages & other benefits	1,360.49	1,275.61
Contribution to provident and other funds	73.01	67.13
Staff welfare	24.47	21.29
Sales incentive	24.70	112.13
Employee stock compensation exp	14.41	33.92
	1,497.08	**1,510.08**

24. Operations & Administration Expenses in Rs million

	Year ended March 31,			
		2012		**2011**
Rent		201.25		184.73
Rates and taxes		4.47		10.51
Electricity and water		53.53		57.65
Printing and stationery		6.56		5.35
Postage and courier		4.07		3.79
Books, periodicals and news papers		28.50		29.06
Local conveyance, travelling & taxi hire		107.49		108.33
Business promotion		23.08		19.14
Repair and Maintenance				
- Plant & machinery		70.71		64.86
- Building		36.51		31.49
Charity and donations		3.93		1.59
Auditors remuneration [i]		7.88		9.80
Insurance		43.41		44.03
Communication		101.36		89.00
Vehicle		58.46		55.29
Medical		18.88		18.30
Generator hire and running		6.93		6.31
Personnel security		12.45		11.51
Staff training		0.20		0.48
Provision for doubtful debts		55.27		40.21
Settlement expenses		–		14.38
Provision for doubtful advances		24.91		10.87
Bad debt & doubtful advances written off	86.83		50.12	
Less: Adjusted with provision	(65.22)	21.61	(40.06)	10.06
Legal, professional & consultancy		121.77		186.33
Loss on sale of fixed assets /Asset written off		27.41		15.21
Impairment of fixed assets		–		0.09
Provision for diminution of Investment		66.88		262.74
Subscription expenses		30.68		36.13
Brokerage & commission		0.81		1.46
Miscellaneous		13.28		35.37
		1,152.29		**1,364.07**

[i]**Auditors remuneration** in Rs million

	Year ended March 31,	
	2012	**2011**
As auditor:		
Audit fee	7.22	7.33
Tax audit fee	0.03	0.03
In other capacity:		
Other services (certification fees)	0.18	0.25
Reimbursement of expenses	0.66	0.59
	8.09	**8.20**

25. Depreciation and amortization expense

in Rs million

	Year ended March 31,	
	2012	**2011**
Depreciation of tangible assets	267.22	292.61
Amortization of intangible assets	16.92	15.76
	284.14	**308.37**

26. Finance costs

in Rs million

	Year ended March 31,	
	2012	**2011**
Interest		
– Term loans	14.65	33.46
– On leased assets	1.93	5.29
– Others	197.91	181.71
Bank charges	2.41	20.28
Processing fee	3.26	2.14
	220.16	**242.88**

27. Exceptional items (net)

in Rs million

	Year ended March 31,	
	2012	**2011**
Provision for doubtful debts [i]	11.08	–
Provision for doubtful advances	–	105.90
Impairment of fixed assets	–	70.24
Impairment of fixed assets written back	(22.38)	–
Provision for diminution in value of investment [I, iii]	316.99	–
Impairment of goodwill [ii]	–	580.88
Provision for contingencies [i]	89.64	–
	395.33	**757.02**

[i] Pursuant to an announcement made by Turner Asia Pacific Ventures Inc of their decision to shut down the channel “Imagine”, a provision for doubtful debt of Rs 11.08 million (previous year Rs nil), a provision for dimiution in the value of investment Rs 244.30 million (previous year Rs 200.08 million) and a provision for receivables under escrow agreement amounting to Rs 89.64 million has been made during the year in the financial statements.

[ii] During the previous year, NDTV Networks BV has impaired the aforesaid goodwill amounting to Rs. 580.87 million (created in earlier years) following a test for impairment triggered on account of proposed liquidation of its subsidiary NDTV Networks Plc which was erstwhile holding company of NDTV Lifestyle Limited, NDTV Convergence Limited and NDTV Labs Limited. The same has been recognised as ‘impairment of goodwill’ in the financial statements.

[iii] The Company has made a provision for diminution in the value of a quoted investment amounting to Rs 726.95 lacs owing the financial conditions of the entity.

28. Earnings per share (EPS)

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

in Rs million except per share data

	Year ended March 31,	
	2012	**2011**
Profit / (Loss) attributable to Equity Shareholders	(873.72)	(1,738.88)
Number of equity shares outstanding at the beginning of the year (Nos.)	64,471,267	64,459,527
Add: Fresh issue of equity shares (Nos)	–	11,740
Number of equity shares outstanding at year end (Nos.)	64,471,267	64,471,267
Weighted average number of Equity Shares outstanding during the year for Basic EPS (Nos.)	64,471,267	64,470,592
Adjustment for dilutive effect of share options granted	–	–
Weighted average number of Equity Shares outstanding during the year for Diluted EPS (Nos.)	64,471,267	64,470,592
Basic Earnings /(Loss) per Equity Share (Rs.)	(13.55)	(26.97)
Diluted Earnings / (Loss) per Equity Share (Rs.)	(13.55)	(26.97)
Nominal Value per share (Rs)	4	4

29. Gratuity and other post-employment benefit plans

The Company provides for long term defined benefit schemes of gratuity on the basis of an actuarial valuation on the balance sheet date based on the Projected Unit Credit Method. In respect of gratuity, the Company funds the benefits through annual contributions to Life Insurance Corporation of India (LIC). The actuarial valuation of the liability towards the Gratuity Retirement benefits of the employees is made on the basis of certain assumptions with respect to the variable elements affecting the computations including estimation of interest rate of earnings on contributions to LIC. The Company recognises the actuarial gains and losses in the profit & loss account as income and expense in the period in which they occur.

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

(1) Gratuity in Rs million

Particulars	For the Year ended March 31, 2012	For the Year ended March 31, 2011	For the Year ended March 31, 2010	For the Year ended March 31, 2009	For the Year ended March 31, 2008
Changes in the Present value of the Obligation:					
Obligations at year beginning	13.53	79.93	89.59	79.49	69.42
Service Cost – Current	12.90	13.23	14.24	18.62	16.11
Service Cost – Past	–	28.30	–	–	–
Interest Cost	9.73	6.32	6.66	6.36	5.55
Actuarial (gain) / loss	(6.96)	(8.13)	(9.80)	(3.56)	(8.21)
Benefit Paid	(12.16)	(4.91	(12.88)	(6.18)	(3.39)
Less: Obligation on sale of subsidiary	–	–	(7.93)	–	–
Adjustment on account of Merger	–	(0.84)	–	–	–
Obligations at year end	117.04	113.90	79.88	94.73	79.49
Change in plan assets:					
Plan assets at year beginning, at fair value	54.96	55.10	519.66	51.89	46.44
Expected return on plan assets	5.05	4.82	4.83	4.79	4.26
Actuarial gain / (loss)	(0.08)	(0.40)	–	0.01	0.16
Contributions	0.16	–	10.86	3.01	4.02
Benefits paid	(10.82)	(4.56)	(12.55)	(6.07)	(2.99)
Plan assets at year end, at fair value	49..27	54.96	55.10	53.63	51.89
Reconciliation of present value of the obligation and the fair value of the plan assets:					
Present value of the defined benefit obligations at the end of the year	117.40	113.90	79.88	94.73	79.49
Fair value of the plan assets at the end of the year	49.22	54.96	55.10	53.63	51.89
Liability recognised in the Balance Sheet	67.82	58.95	24.79	41.10	27.60
Defined benefit obligations cost for the year					
Service Cost – Current	12.90	13.23	11.00	19.43	16.11
Service Cost – Past	–	28.30	–	–	–
Interest Cost	9.73	6.32	6.28	10.67	5.55
Expected return on plan assets	(5.05)	(4.82)	(4.83)	(4.79)	(4.26)
Actuarial (gain) / loss	(6.87)	(7.73)	(8.99)	(3.58)	(8.37)
Net defined benefit obligations cost	10.70	35.33	3.45	21.74	9.04
Investment details of plan assets					
100% of the plan assets of the Company are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme (One of the subsidiary ‘NDTV Media Limited’ was funded in earlier years through Tata AIG).					
The principal assumptions used in determining post-employment benefit obligations are shown below:					

Particulars	For the Year ended March 31, 2012	For the Year ended March 31, 2011	For the Year ended March 31, 2010	For the Year ended March 31, 2009	For the Year ended March 31, 2008
Discount Rate	8.57%	7.99%	7.50%	8.00%	8.00%
Future salary increases	5%	5.00%	5.50%	5.50%	5.50%
Expected return on plan assets	9.20%	8.75%	9.30%	9.50%	9.50%
The estimates of future salary increases, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The demographic assumptions were as per the published rates of "Life Insurance Corporation of India (1994-96) Mortality Table (ultimate), which is considered a standard table.					

(2) Leave Encashment

Particulars	For the Year ended March 31, 2012	For the Year ended March 31, 2011	For the Year ended March 31, 2010	For the Year ended March 31, 2009
Changes in the Present value of the Obligation:				
Obligations at year beginning	–	0.38	0.42	0.14
Service Cost – Current	–	0.18	0.17	0.29
Interest Cost	–	0.03	0.03	0.01
Actuarial (gain) / loss	–	(0.08)	(0.21)	(0.01)
Benefit Paid	–	(0.08)	(0.02)	(0.01)
Obligations at year end	–	0.43	0.38	0.42
Change in plan assets:				
Plan assets at year beginning, at fair value	–	–	–	–
Expected return on plan assets	–	–	–	–
Actuarial gain / (loss)	–	–	–	–
Contributions	–	–	–	–
Benefits paid	–	–	–	–
Plan assets at year end, at fair value	–	–	–	–
Reconciliation of present value of the obligation and the fair value of the plan assets:				
Present value of the defined benefit obligations at the end of the year	–	0.43	0.38	0.42
Fair value of the plan assets at the end of the year	–	–	–	–
Liability recognised in the Balance Sheet	–	0.43	0.38	0.42
Defined benefit obligations cost for the year				
Service Cost – Current	–	0.18	0.17	0.29
Interest Cost	–	0.03	0.03	0.01
Expected return on plan assets	–	–	–	–
Actuarial (gain) / loss	–	(0.08)	(0.21)	(0.01)
Net defined benefit obligations cost	–	0.13	(0.01)	0.29
Investment details of plan assets	**–**	**–**	**–**	**–**
The principal assumptions used in determining post-employment benefit obligations are shown below:				
Discount Rate -		8.00%	7.50%	8.40%
Future salary increases	–	8.00%	8.00%	10.50 % pa for first 3 years & 7.00% pa thereafter
Expected return on plan assets	–	–	–	
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The demographic assumptions were as per the published rates of "Life Insurance Corporation of India (1994-96) Mortality Table (ultimate), which is considered a standard table.				

(3) Provident Fund

The Company contributed Rs 73.01 million towards provident fund during the year ended March 31,2012 (previous year Rs 67.13 million).

30. Employee stock based compensation plans

(a) Employee Stock Purchase Scheme 2009 (ESPS- 2009)

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

The Scheme was approved by the shareholders on March 10, 2009 and provides for the issue of 2,146,540 equity shares to the eligible employees of the Company by the Employees Stock Purchase Scheme (ESPS) Committee at an exercise price of Rs. 4/- each.

Accordingly, during the year the Company has allotted Nil (Previous Year 11,740) shares out of 1,764,425 shares issued on March 31, 2009 to the eligible employees and transferred the liability outstanding of Rs. Nil (Previous Year Rs. 0.911 million) to securities premium account. The liability outstanding in respect of employee share purchase outstanding as at March 31, 2012 is Rs. 0.873 million (previous year 0.873 million) towards shares to be allotted under ESPS-2009.

(b) NDTV Lifestyle - Employee Stock Option

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

Till previous year, NDTV Lifestyle has identified beneficiaries in respect of entire 483,487 equity shares issued to the Trustees of NDTV Group Employees Trust. Out of the same, 241,744 shares were transferred in the name of beneficiaries by Trustees of NDTV Group Employees Trust. NDTV Lifestyle is recognizing the excess of the fair value based on independent valuation over the issue price as employee stock compensation expense over the vesting period. Accordingly, an amount of Rs 8.62 millions (Previous year Rs 29.74 millions) has been charged to the profit & loss account during the year.

(c) NDTV Labs - Employee Stock Option

The Board of Directors of NDTV Labs on May 9,2008 have allotted 4,348 equity shares, fully paid up to the trustees of NDTV Group Employees Trust which are holding such shares on behalf of employees of NDTV Labs and employees of the Company (ultimate parent) hereinafter referred to as beneficiaries as notified by NDTV Labs 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.

(d) NDTV Convergence - Employee Stock Option

The Board of Directors of NDTV Convergence on May 9, 2008 have allotted 267 equity shares and 5,067 equity shares to the consultants and trustees of NDTV Group Employees Trust respectively, collectively amounting to 8% of Post issue Paid Up Equity Capital of NDTV Convergence. The aforesaid shares were partly paid up to the extent of Rs. 7.50 per share as on March 31, 2011. During the year, the company has received the unpaid amount of Rs.2.50 per share and consequently the shares have been fully paid up as on March 31, 2012. NDTV Group Employees Trust would hold such shares on behalf of employees of NDTV Convergence and employees of the Company (ultimate parent) hereinafter referred to as beneficiaries. The Trust Deed provides that if beneficiary employees cease to be an employee before the expiry of the period specified (vesting period), the employee will stand divested of all or part entitled shares on staggered basis. In the last financial year, 267 equity shares issued to consultants were forfeited and transferred to trustees of NDTV Group Employees Trust.

NDTV Convergence has identified beneficiaries in respect of 2,334 (Net of forfeiture of 667) equity shares issued to the Trustee of the NDTV Group Employees Trust till March 31, 2012. NDTV Convergence is recognising the excess of the fair value based on independent valuation over the issue price over the vesting period.

(e) NDTV Worldwide - Employee Stock Option

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

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

31. Leases

Finance lease: company as lessee

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

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

The Company has taken computer equipment, plant & machinery and computer software under finance lease arrangements. The future lease payments in respect of such lease obligations as at March 31, 2012 are as follows:

in Rs million

	31-Mar-12		31-Mar-11	
	Minimum Lease payments	**Present value of minimum lease payments**	**Minimum Lease payments**	**Present value of minimum lease payments**
Within one year	–	–	17.48	15.63
After one year and not more than five years			0.077	0.007
Total minimum lease payments	**–**	**–**	**17.56**	**15.63**
Less: Amount representing finance charges			(1.93)	–
Present value of minimum lease payments	**–**	**–**	**15.63**	**15.63**

Operating lease: company as lessee

The Company has taken various residential/commercial premises/Vehicles under cancellable operating leases. The rental expense for the current year, in respect of operating leases was Rs. 192.18 million (previous year Rs 184.73 million). The Company has also taken residential/commercial premises on lease which are non-cancellable period. The future minimum lease payments in respect of such leases are as follows:

	31-Mar-12	**31-Mar-11**
	INR millions	**INR millions**
Within one year	7.55	81.63
After one year and not more than five years	8.33	16.02
Payable after five years	–	–
Total minimum lease payments	**15.88**	**97.65**

32. Interest in a joint venture

The Company's interests, as a venture, in jointly controlled entities as at March 31, 2012 are:

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

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

	31-Mar-12 INR millions	31-Mar-11 INR millions
Current assets	21.32	22.68
Non-current assets	3.45	1.80
Current liabilities	(10.02)	(3.13)
Non-current liabilities	(4.13)	(2.76)
Equity	**10.62**	**18.58**
Revenue	29.57	18.50
Depreciation	(0.84)	(1.88)
Employee benefit expense	(25.32)	(14.71)
Other expense	(11.37)	(10.71)
Exceptional Items		9.78
Profit before tax	(7.96)	0.98
Income-tax expense	–	–
Profit after tax	(7.96)	0.98

33. Accounting for Amalgamation

A) Merger of NDTV Studios Limited (and its Subsidiaries) and NDTV News Limited with the Company.

(i) During the previous financial year, the High Court of Delhi in its order dated November 8, 2010 had approved the Scheme of Arrangement ("Scheme") for the merger of NDTV Studios Limited, NDTV India Plus Limited, NDTV Hindu Media Limited, NDTV Business Limited, NDTV News 24x7 Limited, New Delhi Television Media Limited, NDTV Delhi Limited and NDTV News Limited (collectively referred to a 'Transferor Company) into the Company ('Transferee Company') with effect from the appointed date i.e. April 1, 2010. The said order was filed with the Registrar of Companies, Delhi & Haryana on December 17, 2010.

(ii) The salient features of the Scheme were as follows:

a) The entire business and the whole of the undertaking(s), property and liabilities of the Transferor Companies were transferred at their respective book values to and vested in the Transferee Company as a going concern in each case so as to become the properties and liabilities of the Transferee Company within the meaning of Section 2(1B) of the Income-tax Act, 1961.

b) The entire share capital of all the Transferor Companies (equity or compulsorily convertible preference shares (CCPS) as the case may be) was held by the Transferee Company directly or indirectly through its subsidiary company(s). Therefore, the Transferee Company has not issued any shares or paid any consideration to any of the Transferor Companies or to their shareholders.

c) The shares of the Transferor Companies in relation to the shares held by its members have been automatically cancelled.

d) Accounting treatment: The merger of the Transferor Companies with the Transferee Company has been accounted for in accordance with the "Pooling of Interest Method", i.e. the Transferee Company has recorded all the assets and liabilities, including reserves/securities premium and profit and loss of the Transferor Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Companies on the appointed date. The amount by which the aggregate of the book value of assets (other than investments in Transferor Companies) of the Transferor Companies vested in the Transferee Company exceeded the aggregate of book value of liabilities, reserves after adjustment by way of cancellation of the total amount recorded as investments in the merging companies in the books of the Transferee Company, has been credited to capital reserve account of the Transferee Company.

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

	in Rs million
Total Assets	4,507.66
Total Liabilities & Reserves	4,122.06
Addition to Capital Reserves	**385.60**
Inter-Company Elimination in the Group in respect of investments by a group company in NDTV Studios Limited	(385.60)
Net Addition to Capital Reserves	**–**

The scheme has been implemented during the current financial year after completion of the required information.

B) Financial Reorganisation of Transferee Company by utilisation of reserves for adjustment of debit balance of profit and loss account.

(i) In accordance with the Scheme, the Company has given effect to the financial reorganisation as provided in the scheme. The salient features of the financial reorganisation are as follows:

a) The debit balance of the Profit and Loss Account of the Transferee Company as appearing in its audited financial statements for the year ending March 31, 2010 or created pursuant to this Scheme, has been adjusted against the following, in the order specified, to the extent required:

- Capital Reserve created pursuant to the Scheme;
- Revaluation Reserve of the Transferee Company including Revaluation Reserve of the Transferor Companies; and
- Securities Premium Account of the Transferee Company including Securities Premium Account of the Transferor Companies .

b) The reduction in the debit balance of Profit and Loss account, in accordance with the Scheme, is arrived as follows :

Particulars	**in Rs million**
Capital Reserve	(2.24)
Revaluation Reserve	225.95
Securities Premium	150.23
Total	**373.94**

34. Segment reporting

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

35. Related party disclosures

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

Name of the Company	**Country of Incorporation**	**Date of becoming a part of group**	**Shareholding as on March 31, 2012**	**Shareholding as on March 31, 2011**
			(Directly or Indirectly)	**(Directly or Indirectly)**
SUBSIDIARIES				
NDTV Media Limited (“NDTVM”)	India	13-Nov-02	74%	74%
NDTV One Holdings Limited	Mauritius	24-Apr-08	100%	100%
NDTV Two Holdings Limited	Mauritius	24-Apr-08	Dissolved wef May 3, 2011-	100% Ceased to be a subsidiary since placed under liquidation
NDTV Three Holdings Limited	Mauritius	7-May-08	Dissolved wef May 3, 2011	100% Ceased to be a subsidiary since placed under liquidation
NDTV (Mauritius) Media Limited	Mauritius	29-Aug-08	Company cease to exist wef Sep 30, 2011	100%
NDTV Networks Plc (“NNPLC”)	United Kingdom	30-Nov-06	Dissolved wef October 20, 2011	92% held by NDTV One Holdings Limited. Ceased to be a subsidiary w.e.f March 28,2011 since placed under liquidation
NDTV Networks Limited (“ NNL”)	India	5-Jul-10	85%	85%
NDTV Labs Limited (“NDTV Labs”)	India	26-Dec-06	99.97 held by NNL	99.97% held by NNL
NDTV Convergence Limited (“NDTV Convergence”)	India	26-Dec-06	75% held by NNL, 17% held by Company	75.0% held by NNL, 17% held by Company
NDTV Lifestyle Holdings Private Limited (“NLHPL”)	India	9-Jul-10	51% held by NNL	51.0% held by NNL

Name of the Company	Country of Incorporation	Date of becoming a part of group	Shareholding as on March 31, 2012	Shareholding as on March 31, 2011
			(Directly or Indirectly)	**(Directly or Indirectly)**
NDTV Lifestyle Limited ("NDTV Lifestyle")	India	26-Dec-06	92.66% held by NLHPL	92.0% held by NLHPL
Metronation Chennai Television Limited	India	10-Mar-08	51% held by the Company	51%
NDTV Emerging Markets BV	Netherlands	19-Feb-07	100% held by NDTV one holding Limited	100% held by NDTV one holding Limited
NDTV (Mauritius) Multimedia Limited (Associate Company till April 30, 2010)	Mauritius	29-Aug-08	100% held by NDTV one holding Limited	100% held by NDTV one holding Limited
NDTV Worldwide Mauritius Limited (Associate Company till April 30, 2010)	Mauritius	28-Nov-08	100% held by NDTV (Mauritius) Multimedia Limited	100% held by NDTV (Mauritius) Multimedia Limited
NDTV Worldwide Limited (Associate Company till April 30, 2010)	India	28-Jul-09	92% held by the Company	90.91% held by NDTV Worldwide Mauritius Limited, 9.09% held by company.
Delta Softpro Private Limited	India	24-Feb-12	100% held by the Company	N.A.
JOINT VENTURE				
NGEN Media Services Private Limited ("NGEN Media")	India	29-Aug-06	50% held by NNL	50% held by NNL
ASSOCIATES				
Astro Awani Networks Limited	Mauritius	4-Jul-06	10% held by NDTV Networks Limited, 10% held by NDTV One Holdings Limited, Mauritius	20% held by NDTV Emerging Markets BV

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

Related parties where control exists

RRPR Holding Private Limited

Mrs. Radhika Roy

Dr. Prannoy Roy

Key Management Personnel("KMP") and their relatives

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

Disclosure of Related Party Transactions: in Rs million

Nature of relationship / transaction	For the year ended March 31, 2012			For the year ended March 31, 2011		
	KMP	**Relatives**	**Total**	**KMP**	**Relatives**	**Total**
Remuneration Paid [i, ii]	**91.57**	**9.38**	**100.95**	**96.93**	**7.44**	**104.37**
K.V.L. Narayan Rao	17.11	–	17.11	20.77	–	20.77
Smeeta Chakrabarti	17.66	–	17.66	21.19	–	21.19
Dr. Prannoy Roy	11.82	–	11.82	13.20	–	13.20
Vikramaditya Chandra	24.68	–	24.68	25.00	–	25.00
Shyatto Raha	11.78	–	11.78	7.73		7.73
Projit Chakrabarti	–	4.28	4.28	–	4.20	4.20
Divya Laroyia ii	–	5.10	5.10	–	3.24	3.24
Others	8.52	–	8.52	9.04	–	9.04
Services Availed of	**1.50**	**2.18**	**3.68**	**13.39**	**2.43**	**15.82**
Pan Invest	1.50	–	1.50	13.39	–	13.39
Seema Chandra	–	2.18	2.18	–	2.43	2.43

[i] Includes Remuneration amounting to Rs 22.70 million and Rs 4.04 million paid to Directors for the year ended March 31, 2012 and March 31, 2011 respectively that exceeds the minimum remuneration payable due to inadequacy of profits, subject to Central Government‘s Approval.

[ii] Includes Directors’ and employee stock compensation expense.

36. Capital and other commitments

a) Capital commitments

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

in Rs million

Particulars	As at March 31, 2012	As at March 31, 2011
Commitments	11.29	22.00
Total	**11.29**	**22.00**

b) Other commitments

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

The Company's subsidiary NDTV Netowrks Limited has given comfort letter to Ngen Media Servcies Pvt Limited confirming that the Compnay shall provide financial and operational support to assist that company in meeting its liabilities as and when they fall due, to the extent of Company's proportion in the share capital of that company.

37. Contingent liabilities

a. Bank Guarantees issued for Rs. Nil (Previous Year Rs 2.00 million). These have been issued in the ordinary course of business and no liabilities are expected.

b. Claims against the Company not acknowledged as debts: Rs. 82.56 million (Previous Year Rs. 82.56 million). The amount represents the best possible estimate arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on outcome of the legal process and therefore cannot be predicted accurately. The Company has engaged reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such dispute.

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

38. Subsequent events

I. Metro Nation Chennai Television Limited – MIB Approval

The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited, on 20th August 2011 entered into an agreement with "Educational Trust Company Private Limited" for the sale of 100% of their respective stakes in Metro Nation Chennai Television Limited for a consideration aggregating Rs.1,500 Lacs. Subsequent to close of the financial year ended March 31,2012, the joint venture has received approval from the Ministry of Information & Broadcasting for the transfer of 100% stake of the Company and its Joint Venture Partner M/s. Kasturi and Sons Limited. The Company and its Joint Venture Partner M/s. Kasturi and Sons Limited are in the process of completing the formalities and transferring the shareholding to Educational Trust Company including change in the directorship.

II. Turner General Entertainment Networks India Private Limited (Formerly NDTV Imagine Limited) –

The Company through its subsidiary held a minority stake in Turner General Entertainment Networks India Private Limited (Formerly NDTV Imagine Limited). Pursuant to an abrupt decision by Turner General Entertainment Networks India Private Limited to shut down their channel “Imagine”, the Company and the subsidiary of the Company has provided for doubtful debts, diminution in the value of investment and contingencies in the profit and loss account of the financial year March 31, 2012. The Company has engaged lawyers and in the process of seeking a legal opinion available to a minority stake holder in the case of abrupt decision by the management.

39. Going concern

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

40. Acquistion during the year

During the year, the Company, through has acquired 100% stake in Delta Softpro Private Limited, with effect from February 24, 2012 (“acquisition date”) at a consideration of Rs. 77.46 million. The transaction has resulted in goodwill of Rs. 77.36 million in the consolidated financial statements representing the excess of the purchase consideration over share in the net assets of its subsidiary and shown under ‘Intangible Fixed Assets’ (note 13).

41. Merger of NDTV Labs Limited with NDTV Convergence

The Board of Directors in the meeting held on May 03, 2012, accorded it’s in principle approval to the merger of NDTV Labs Limited with NDTV Convergence Limited, both step down subsidiaries of the Company.

42. Previous year figures

Till the year ended March 31, 2011, the company followed pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended March 31,2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company. The company has reclassified previous year figures to conform to this year’s classification.

As per our report of even date

For Price Waterhouse
Chartered Accountants
Firm Registration No: FRN 007568S

Anupam Dhawan
Partner
Membership Number F-84451
Place of Signing : New Delhi
Date : May 03, 2012

For and on behalf of the Board

Dr. Prannoy Roy Executive Co-Chairperson	Radhika Roy Executive Co-Chairperson	K V L Narayan Rao Executive Vice Chairperson
Vikramaditya Chandra Group CEO & Executive Director	Saurav Banerjee Group Chief Financial Officer	Anoop Singh Juneja Company Secretary

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

in Rs million

S.No	Name of the subsidiary	NDTV Media Ltd.	NDTV Lifestyle Holding Private Limited	NDTV Lifestyle Limited	NDTV Convergence Limited	NDTV Labs Limited	Delta Softpro Private Limited	NDTV (Mauritius) Multimedia Limited (Formerly NDTV Five Holdings Limited)	NDTV Networks Limited (Formerly NDTV Networks Private Limited)	NDTV Emerging Markets BV
1	Capital	11.49	360.09	431.98	0.67	129.59	0.10	93.13	270.59	125.62
2	Reserves	63.00	3,385.38	57.40	149.64	(131.07)	(0.06)	9.59	2,101.04	(22.40)
3	Total Assets	78.77	3,749.00	843.61	307.80	14.13	44.26	102.73	2,398.92	168.67
4	Total Liabilities	78.77	3,749.00	843.61	307.80	14.13	44.26	102.73	2,398.92	168.67
5	Investments	1.00	2,427.34	-	-	-	-	19.46	2,390.50	-
6	Turnover	7.98	120.47	673.03	339.51	28.62	-	76.13	1.54	31.57
7	Profit before Taxation	(66.31)	118.08	(144.37)	53.39	(3.96)	(0.02)	(50.13)	(330.45)	(79.50)
8	Provision for Taxation	-	38.31	1.63	-	-	-	-	-	-
9	Profit after taxation	**(66.31)**	**79.77**	**(146.00)**	**53.39**	**(3.96)**	**(0.02)**	**(50.13)**	**(330.45)**	**(79.50)**
10	Dividend	-	-	-	-	-	-	-	-	-

S.No	Name of the subsidiary	NDTV Worldwide Limited	NDTV Worldwide Mauritius Limited	Metronation Chennai Television Limited	NDTV One Holdings Ltd
1	Capital	1.20	19.46	369.42	2.25
2	Reserves	63.89	12.50	(345.28)	192.04
3	Total Assets	160.60	31.96	127.18	261.15
4	Total Liabilities	160.60	31.96	127.18	261.15
5	Investments	-	0.64	-	120.22
6	Turnover	227.46	42.54	10.87	1.29
7	Profit before Taxation	102.12	(13.55)	2.10	(64.71)
8	Provision for Taxation	33.62	0.29	-	0.13
9	Profit after taxation	**68.50**	**(13.84)**	**2.10**	**(64.83)**
10	Dividend	-	34.00	-	244.58

For and on behalf of the Board

Dr. Prannoy Roy
Executive Co-Chairperson

Radhika Roy
Executive Co-Chairperson

K V L Narayan Rao
Executive Vice Chairperson

Vikramaditya Chandra
Group CEO & Executive Director

Saurav Banerjee
Group Chief Financial Officer

Anoop Singh Juneja
Company Secretary

Place of Signing : New Delhi
Date: May 3, 2012

NOTES

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NDTV
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www.ndtv.com