

NDTV

**annual
REPORT
2008-2009**

Contents

Board of Directors	3
Performance Indicators	4
• Revenues	
• EBITDA	
• PAT	
• Expense & EBITDA to Total Revenue	
• Revenues from Operations	
• Advertising Base	
Awards of Excellence	6
Letter to Shareholders	8
Financial Statements	10
• Directors' Report	
• Corporate Governance Report	
• Management Discussion and Analysis	
• Auditors' Report	
• Balance Sheet	
• Profit and Loss Account	
• Cash Flow Statement	
• Schedules to Balance Sheet and Profit & Loss Account	
• Significant Accounting Policies and Notes to the Accounts	
• Section 212 Report	
• Consolidated Financial Statements	

Board of Directors:

Dr. Prannoy Roy

Chairman and Whole-time Director

Mrs. Radhika Roy

Managing Director

Mr. K V L Narayan Rao

CEO and Whole-time Director

Mr. N R Narayana Murthy

Non Executive Independent Director
Chairman, Infosys Technologies Limited

Mr. Amal Ganguli

Non Executive Independent Director
Former Managing Partner PWC

Mr. Vijaya Bhaskar Menon

Non Executive Independent Director

Ms. Indrani Roy

Non Executive Independent Director

Mr. Heramb Ravindra Hajarnavis

Non Executive Director

Audit Committee

Mr. Amal Ganguli-Chairman
Mr. Vijaya Bhaskar Menon
Ms. Indrani Roy
Mr. K V L Narayan Rao

Remuneration Committee

Mr. Vijaya Bhaskar Menon-Chairman
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. Rajiv Mathur

Auditors

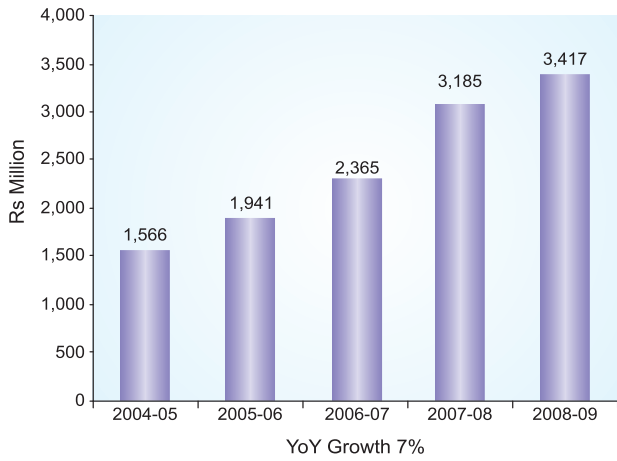
Price Waterhouse
Building- 8, 7th & 8th Floor,
Tower-B, DLF Cyber City, Gurgaon - 122002, Haryana
Phone + 91 124 462 0000
Fax + 91 124 462 0620

Registered Office

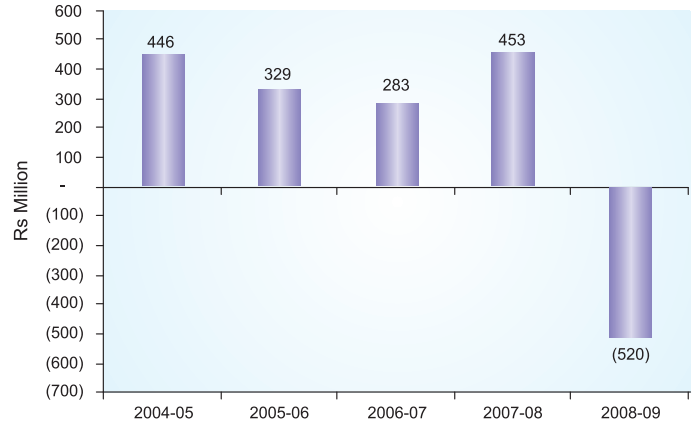
207, Okhla Industrial Estate, Phase-III,
New Delhi-110020.
Phone-91 11- 4157 7777, 2644 6666,
Fax-91 11 29231740, 41735110

NEW DELHI TELEVISION LIMITED

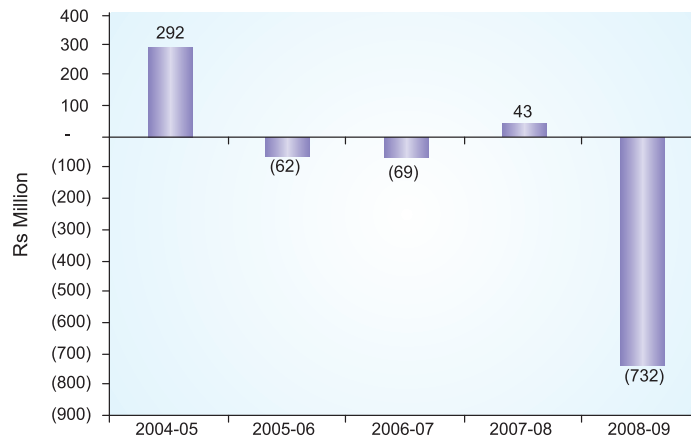
Revenue



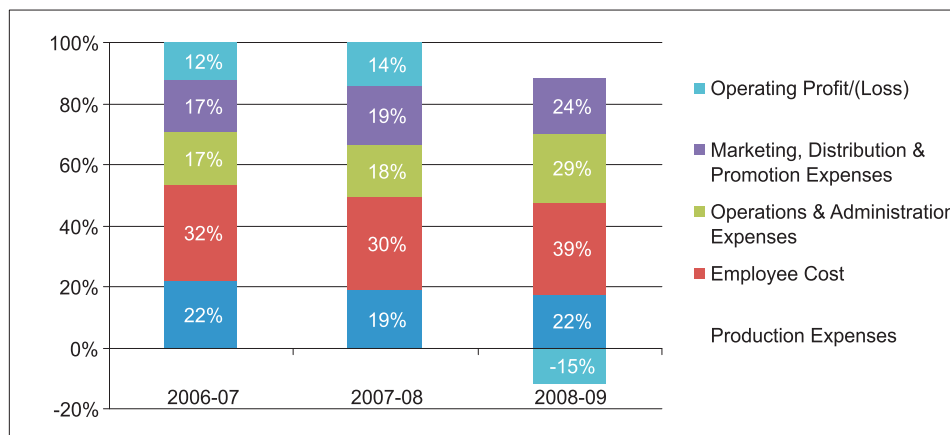
EBITDA



PAT

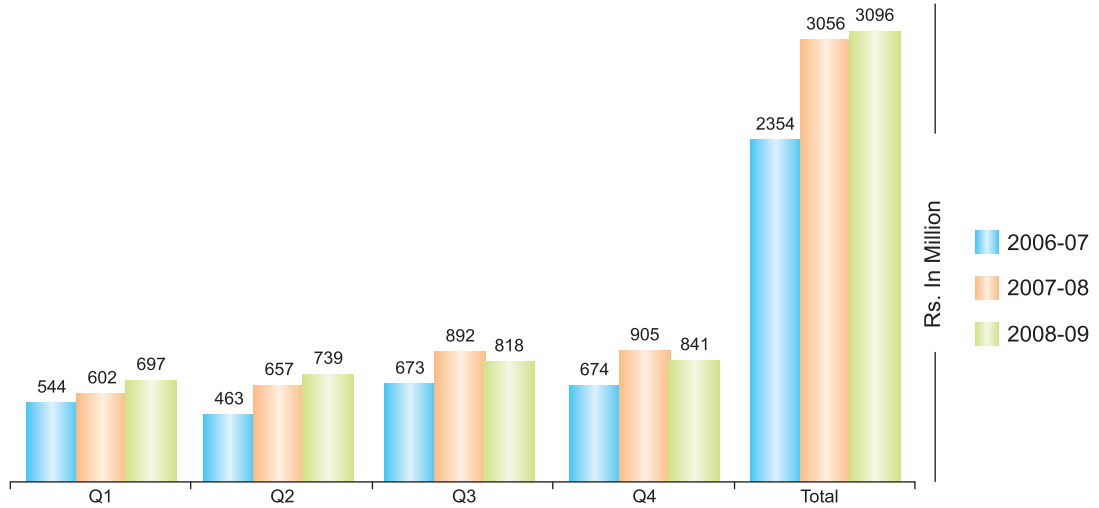


EXPENSES AS % TO TOTAL REVENUE



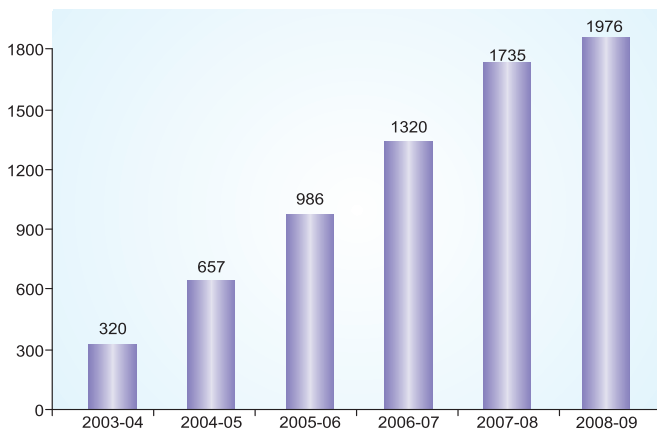
REVENUES FROM OPERATIONS

Business Income

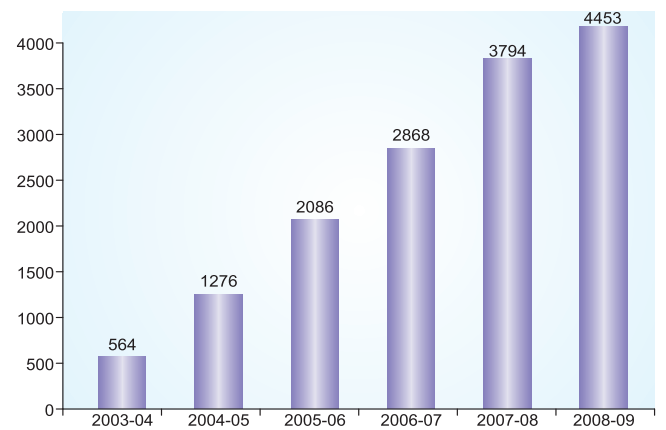


ADVERTISING BASE

Number of Advertisers



Number of Brands



Awards of Excellence: 2008-2009

NT Awards

Best Popular English News Channel

NDTV 24X7

Numero Uno Hindi News Channel of the Year

NDTV India

Numero Uno Business News Channel of the Year

NDTV Profit

Best TV News Anchor- Hindi

Pankaj Pachauri

Best Business News Presenter- English

Shivnath Thukral

Best Sports Show Presenter- English

Sonali Chander

Best TV News Reporter- English

Poonam Aggarwal

Best TV News Reporter- Hindi

Kamaal Khan

Best Business News Presenter- Hindi

Mehraj Dubey

Best Sports Show Presenter- Hindi

Afshan Anjum

Best Entertainment News Show- English

Jai Jawan

Best Crime Show- English

India 60 Minutes- BMW Expose

Best Investigative News Report- English

Bangladesh special

Best Daily News Cast- English

India 60 minutes

Best Auto Show- English

Car and Bike Show

Best Lifestyle and Fashion News Show- English

Business on Course

Best Lifestyle and Fashion News Show- Hindi

Zaika India Ka

Best Entertainment News Show- Hindi

Jai Jawan

Best News Documentary Show- Hindi

Khabron Ki Khabar- Bundelkhand

Best Current Affairs Show- Hindi

Khas Khabron Ki Khabar

Best Lifestyle and Fashion News Show- Hindi

Zaika India Ka

Best Daily Newscast- Hindi

Newspoint

Best Sports News Show- Hindi

Jeet Lee Duniya

Best Show on Environment Awareness

Shikhar Se Unchay

Best Promo For Channel

21 Years of Experience- NDTV 24x7

Awards of Excellence: 2008-2009

Airtel Indian News Broadcasting Awards 2008

Trusted News Anchor

Dr Prannoy Roy

Intelligent News Show Host

Barkha Dutt

Innovative News Producer

Ravish Kumar and Devna Dwivedi for 'Sach Ka School'

Idea Indian Television Academy Awards

Best Fashion & Lifestyle Channel Award

NDTV Goodtimes

Best Anchor for Talk/Chat Show

Vikram Chandra for Big Fight

Best Lifestyle Show

The Making of the Kingfisher Calendar 2008 on NDTV Goodtimes

Best Television Documentary

Was that My Baby Crying

Best Mini Series

Under Water the Hidden Truth

Best Visual Effects

The Next Big Thing on NDTV Goodtimes

Best Interstitial Award

Environment Day on NDTV Goodtimes

The New York Festivals International Television Programming and Promotion Awards

Silver World Medal: Best Newscast

Benazir Bhutto Assassination- Aftermath Analysis

Silver World Medal: Coverage of Breaking News (Longform)

Benazir Bhutto's Assassination Coverage

Finalist Certificate: Best News Analysis/ Commentary

The Big Fight

Finalist Certificate: Best News Analysis/ Commentary

Vikram Chandra for 'We the People'

Finalist Certificate: Station/Image Promotion

Life in a Metro

Finalist Certificate: Health/Medical Information

Rajasthan- An AIDS Diary

CBA-World Bank Award

Programmes on Development Issues

'Witness: Hungry Tribal Women' by Miloni Bhatt

Thoppil Gopalakrishnan Memorial Award for Excellence in Journalism

Dr. Prannoy Roy

Best Journalist Awards by the Andhra Pradesh State Government

Best Woman Journalist

Uma Sudhir

Ganesh Shankar Vidyarthi Puruskaar

Hindi Sewi Samman Yojna

Kamal Khan

Dear Shareholders

I would like to take this opportunity to thank our shareholders for the support and understanding through these unusually difficult times. The fallout of the global recession and its impact on India has challenged NDTV, like it has done many other media and non-media companies. We will eventually be judged by our response to the external crisis and on the clarity of action that distinguishes between externalities beyond our control and factors endogenous, within our control. NDTV is proud to record that we are now widely recognized to be the lead organisation in India - in the Media sector - in our handling and response to what is considered to be the worst economic crisis in almost 100 years. A crisis that very few anticipated, either its timing or its severity.

It is now almost a year since the global crisis hit the Indian economy and the media sector. Perhaps the first action, the path of least resistance, that most industries took was to cut back on their advertising spend. Since India's Media sector is still predominantly dependent on advertising revenues (subscription revenues are today less than 10% of gross income and are expected to rise to 50% when the switch from analogue to digital distribution takes place over the next few years) the top line of most media companies were hit hard. NDTV was of course no exception. We needed to respond, and we did. It is now clear that NDTV is bouncing back faster and with a more long term and durable model than most others in the sector.

As our first steps, NDTV identified key factors that are within our control: to cut costs and unnecessary expenditure that grew as a wasteful creature of boom times; and to boost revenues by new and innovative programming.

Cutting costs is perhaps the area in which NDTV's focus helped it lead the media industry. The aim is to make NDTV once again a lean and efficient machine that will go into the future as a profitable enterprise not only in boom times but in lean times too. I enclose a letter that the Managing Director, Radhika Roy and I wrote to all members of NDTV (excerpts):

Dear All

It is now clear that the Indian economy is virtually in a recession and NDTV must prepare itself for this global and Indian economic downturn. Everyone should be ready to tighten their belts for a while please.

This is also a good time to revisit our core strengths of excellence, professionalism and efficiency. Let's take a pledge to reinforce these values and re-invent ourselves. There are many external factors that we cannot control - but there are many internal factors, intrinsic to our daily lives at NDTV that we can control - we need to reaffirm our command over these and take NDTV to a new and higher plane.

The time for complacency is over. Each one of us needs to increase our productivity, our efficiency, our desire to learn and improve. Let us see this global economic crisis as much an opportunity as a challenge: this is the time to streamline our operations, excise any flab that the system may have gained in the boom times and return to being a lean, tough, strong, efficient and compassionate organisation.

Let us take a pledge to cut costs and improve efficiency, without in any way compromising quality which should remain at the core of all NDTV's operations.

Let's take this opportunity to make NDTV a robust and efficient organisation - let's build the foundations for a strong NDTV that will make us all proud and lead India's media not just today but 50 years from now too.

Think NDTV.

Thank you

Radhika and Prannoy

Innovative Programming: This year we created and began the development of new properties that promise to make us a leading organisation in corporate social responsibility and protecting India's environment. Generously sponsored by Toyota, NDTV tied up with TERI to produce and telecast 'The Greenathon' - India's first 24 hour telethon on the environment. During the 24 hours, viewers were invited to make donations towards using TERI's solar lighting to bring light to villages in India that are without electricity. The Greenathon was a huge success and caught the imagination of the nation - from young students, to the regular family-viewer; to celebrities (Shahrukh Khan was the biggest donor). Another major new show that created waves and generated what many described as a 'feel good factor' was NDTV's "Seven Wonders of India" - sponsored by the State Bank of India and Tata Infocom. (*"Such a novel and noble idea" Says Amitabh Bachchan in his blog*)

Beyond News: 2008-2009 was the year that NDTV's expansion into the beyond-news domain under the banner of NDTV Networks began to show results; though the environment was very difficult.

NDTV Imagine took on some extremely tough competition to emerge as a very credible challenger in the GEC space. Strong fiction programming like Bandini and Jyoti helped NDTV Imagine to break through the clutter of second tier channels to carve out a niche for itself. More recently, this position was consolidated by reality shows like Rakhi ka Swayamvar over the summer which raised NDTV Imagine's weekly GRPs to 133 placing it firmly in the top 4 GEC channels.

Similarly, NDTV lifestyle had a great year, making the number one position its own in that genre. NDTV convergence saw a sharp jump of page views, revenues and unique users - especially during big events like the Mumbai attacks. Exciting new plans are planned - and the best is clearly still to come.

In the final analysis, dear shareholders, cost cutting and innovating programming has made this a crucial year for NDTV. Our response to the external crisis should show results in the very near future and the 'news and allied standalone businesses' should turn profitable once the economy revives as is projected while the 'beyond news' businesses, which have such great potential, improve their performance every day.

In many ways this will be looked as a critical year for NDTV: a year in which NDTV took some major steps to become a more efficient and lean organisation. They say "never waste a crisis" - let us continue to work together to ensure we emerge even stronger and more efficient.

Place : New Delhi
Date : July 22, 2009

Dr. Prannoy Roy
Chairman

New Delhi Television Limited

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Twenty First Annual Report and Audited Accounts of the Company for the Financial Year ended March 31, 2009.

Financial Results

The summarized Financial Results for the year ended March 31, 2009 are as follows:-

	Year ended 31.03.2009 (Rs. in Crores)	Year ended 31.03.2009 (Rs. in Crores)	Year ended 31.03.2008 (Rs. in Crores)	Year ended 31.03.2008 (Rs. in Crores)
	Standalone	Consolidated	Standalone	Consolidated
Business Income	309.61	492.33	305.62	366.13
Miscellaneous Income	32.13	17.37	12.88	21.81
Total Income	341.74	509.70	318.50	387.94
Profit/(Loss) before Tax	(90.84)	(520.01)	21.02	(163.34)
Employee Stock Compensation Expense	(16.63)	(1.29)	11.83	13.50
Provision for Tax / Others	1.03*	3.98*	4.91*	8.82*
Share of Minority and Profit of Associate	–	23.17	–	(2.92)
Exceptional gain on dilution in stake in a subsidiary	–	642.54	–	–
Net Profit/(Loss) after Tax	(73.18)	143.01	4.28	(188.59)
Balance brought forward from Previous Year	15.77	(173.60)	17.35	20.85
Appropriation:				
Transfer to General Reserve	NIL	NIL	NIL	NIL
Proposed Dividend on Equity Shares	NIL	NIL	5.01	5.01
Tax on Dividend	NIL	NIL	0.85	0.85
Profit carried to Balance Sheet	(57.41)	(30.59)	15.77	(173.60)

*Includes Deferred Tax (Income) / Expense

The Year Under Review

During the year under review, the Company achieved turnover of Rs.309.61 Crores and PBDIT of Rs. (51.98) Crores, The Company's profit before tax and ESOP cost was Rs. (90.84) Crores; Net Profit after tax was Rs. (73.18) Crores and earning per share Rs. (11.68) (Basic) and Rs. (11.68) (Diluted).

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

Audited Consolidated Financial Statements for the year ended 31st March, 2009 also form a part of this Report.

Dividend

Keeping in view the global recession and the slowdown in the Indian economy that has impacted the results of the company, 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 a strategic long term partnership with NBC Universal, Inc. (NBCU) for the NDTV Networks business. The Group has raised US\$ 150 million from NBCU for an effective stake of 26% in NDTV Networks Plc. The NDTV - NBCU strategic partnership is a coming together of two leading professional organizations with similar ethics and goals and promises to be a major force in the media scene in India and beyond.

The Company has taken significant steps during the year that consolidate its position in the news as well as non-news areas, expanding its presence on the global media map.

While the Company has taken initiatives to grow in areas beyond news, it has firmly held on to its strong position in the news segment, based on the highest editorial ethics and credibility that the NDTV brand is known for. The English news channel NDTV 24x7, while continuing to hold its market share, has also delivered revenue growth. The Hindi news channel NDTV India remains the only Hindi News channel, which has maintained the highest editorial standards and continues to be one of the most credible news channels.

The global recession and economic meltdown have affected the revenues of the Company and its subsidiaries. The Company has implemented various measures to curtail costs and bring efficiency to its operations.

Demerger

During the year under review, the Company with the objective of unlocking shareholder value and to promote focused growth of the various businesses has taken steps to reorganise its operations by a demerger of the Company into news related businesses and 'Beyond News' businesses, of which the latter are currently held through its subsidiary NDTV Networks Plc. The demerger would result in separation of the Company's businesses into entities divided along news-plus and entertainment-plus lines.

In the process of implementation of the Scheme of Demerger and in accordance with the order of the Hon'ble High Court of Delhi, a court convened meeting of the equity shareholders of the Company was held at Air Force Auditorium on the 24th day of March, 2009 to approve the proposed Scheme of Arrangement between New Delhi Television Limited and its subsidiaries-NDTV Media Limited, NDTV News Limited and Metronation Chennai Television Private Limited and NDTV Studios Limited and its subsidiaries- NDTV News 24X7 Limited, NDTV India Plus Limited, NDTV Business Limited, New Delhi Television Media Limited, NDTV Delhi Limited and NDTV Hindu Media Limited. Shareholders present in person or by proxy or through authorised representatives at the meeting, represented 63.27% of the total issued share capital of the company and 100% of those so present voted in favour of the resolution.

In addition to the meeting of the equity shareholders, meetings of Secured Creditors and Unsecured Creditors (Other than Trade creditors) of the Company were also held on March 24, 2009. These meetings also approved the resolutions to implement the Scheme of Arrangement.

Subsidiary Companies and Growth

In addition to the existing legal entities in the Netherlands, the Company has, during the year, set up Legal entities in other jurisdictions to expand its overseas operations. The entities set up by the Company in the previous year have also commenced operations.

NDTV Networks Plc, the flagship company of the non-news and entertainment ventures of the Company has been instrumental in raising funds for its Indian subsidiaries. During the year, the strategic partnership with NBC Universal (NBCU) has enabled the Group to raise US \$ 150 Million. The Indian subsidiaries of NDTV Networks Plc commenced their respective businesses.

NDTV Imagine Limited is operating the channel "NDTV Imagine". Imagine has established itself as a significant player in the genre of Hindi Entertainment Channels. During the year, the channel launched new programming across genres ranging from family soaps, light-hearted family shows, period dramas, reality shows like "Knights and Angels" and chat shows like "Oye! It's Friday".

NDTV Imagine is in the process of converting itself into a content powerhouse by venturing into multiple delivery platforms viz analog & digital cable, DTH, home video, theatres and other digital media like the internet and the mobile. NDTV Imagine is gearing to straddle the entire spectrum from mass to niche content, across all these platforms.

In the near future, NDTV Imagine will be launching and distributing many more international channels targeted to cater to discerning upmarket viewers with the best content from across the world.

During the year NDTV Imagine Limited has launched "Imagine Showbiz", A Bollywood channel and "NDTV Lumiere" World Cinema Channel.

Imagine Showbiz is a 24 hour channel dedicated to Bollywood business and entertainment. The channel is aimed at catering to all aspects of Bollywood with programming for the Bollywood fan and insightful programming on the business of Bollywood.

Alliance Lumiere, a Joint Venture of NDTV Imagine has launched its 24-hour channel "NDTV Lumiere" on digital platforms. The channel brings to India the best of contemporary World cinema from across the globe. For the multi platform distribution, Alliance Lumiere has released movies in multiplexes across the country and selective NDTV Lumiere titles are available on leading internet websites for download and viewing through streaming. NDTV Lumiere has also partnered with Excel Home Videos to release its DVD catalogue.

NDTV Lifestyle Limited is running a channel "NDTV GoodTimes". The channel maintained the first position in the lifestyle genre and has viewership in excess of established channels in the genre. The channel targets a largely cosmopolitan, socially upbeat audience. During the year the channel created high profile and successful programmes in the lifestyle genre including the "First Wives Club" and "The making of Kingfisher Calendar."

NDTV Convergence has made considerable progress in converging the web and broadcast presence of NDTV. It has launched an online video site called "Tubaah". Tubaah is a television-oriented online video site wherein 50,000 NDTV videos are aggregated at one place. NDTV.com has been relaunched during the year with features like moving of modules. The Company has also launched a Hindi site "NDTVkhabar.com", which provides rich media offerings and a comprehensive video repository of special shows. NDTV Convergence has also been involved with and has launched the sites for channel portals. NDTV Convergence has been working on a massive project to revamp the site www.ndtv.com. The team has partnered with NBCU to build the next generation of the site. NDTV Convergence was on the verge of the roll-out of the revamped site at the close of the financial year and has rolled out subsequently.

NDTV Labs, has faced significant challenges as a result of the global slowdown. Nevertheless it has maintained high standards of quality and innovation.

NDTV Emerging Markets BV is a 50:50 Joint venture between the Company and NDTV Networks Plc. The Company is set to launch the channels internationally by capitalizing and utilizing the expertise of NDTV in launching television news/ infotainment channels outside India. However, the global slowdown has meant that the international market may take some time to recover. NGEN Media Services Private Limited, the Joint venture of NDTV Networks Plc and Genpact was set up for Media Process Outsourcing. The Company operates in the areas of post- production services and digital asset management. The Company provides creative solutions for Graphics, Animation, Corporate Films, Promotional Films and Craft Editing. The Company's clients include some of the largest and the most reputed Global Media Companies.

Financial Statements of the Subsidiary Companies

The Ministry of Corporate Affairs, Government of India, has granted approval under Section 212(8) of the Companies Act, 1956 for the financial year ended on 31.03.2009, waiving the publication of 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 will be made available to the members of the holding and subsidiary companies seeking such information at any point of time. The Annual Accounts of the subsidiary companies will also be kept open for inspection by any investor in its Registered Office and those of the respective subsidiary companies.

Employee Stock Option Plan (ESOP-2004) and Employee Stock Purchase Scheme 2009 (ESPS -2009)

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 finally approved by the shareholders on September 19, 2005 provides for grant of 40,57,000 stock 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 details as per the requirements of SEBI (ESOS & ESPS) Guidelines, 1999 are annexed to and form part of this Report.

In view of the regulatory requirement to protect the interest of the employees in case of a corporate action like the proposed restructuring and the requirements to protect the interest of employees in general, the Employee Stock Option Plan - ESOP 2004 was amended by incorporation of a clause providing for surrender of options to provide an opportunity to the Eligible Employees to surrender the vested / unvested/ unexercised options granted under the ESOP 2004. Further, in order to compensate the employees of the Company who had opted for the surrender of their vested/unvested/unexercised stock options, granted to them under ESOP 2004, the Company also instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for compensating the aforesaid employees of the Company and its subsidiaries by granting shares thereunder. Accordingly, the Scheme was formulated in accordance with the SEBI (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

The Scheme was approved by the shareholders on March 10, 2009, through a Postal Ballot process and provides for issue and 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 Agreements

During the year, the Company organized major campaigns like "NDTV Toyota Greenathon" and "Seven Wonders of India". In order to raise awareness about the environment and find ways to create a cleaner, greener tomorrow, the Company in association with Toyota produced India's first ever 24-hour live event "THE NDTV TOYOTA GREENATHON" that was telecast across all NDTV channels for promoting the cause of environmental issues. The GREENATHON also helped in raising funds for TERI's (The Energy and Resources Institute) 'Lighting a Billion Lives' initiative to provide solar lanterns to villages that would otherwise have been without electricity for a decade or more.

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. K V L Narayan Rao and Mr. Amal Ganguli, Directors, are liable to retire by rotation, at the ensuing Annual General Meeting.

The tenure of Mrs. Radhika Roy, Managing Director of the Company is coming to an end on June 30, 2009. The Board, on the recommendation of the Remuneration Committee, has approved the re-appointment of Mrs. Radhika Roy as Managing Director of the Company, for a further period of five years with effect from July 1, 2009. Her reappointment is subject to the approval of the shareholders at the ensuing general meeting of the Company and Central Government.

During the year, Mr. Heramb Ravindra Hajarnavis, was appointed as an Additional Director of the Company to hold office till the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment.

Director's 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, 2009 the applicable accounting standards have been followed and there are no material departures;
2. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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, 2009 on a 'going concern' basis.

Auditors

The Auditors of the Company, M/s. Price Waterhouse, Chartered Accountants, hold office till the conclusion of the ensuing Annual General Meeting of the Company and are eligible for re-appointment. They have confirmed that their

re-appointment as Auditors of the Company, if made, would be in accordance with the limits specified under Section 224(1B) of the Companies Act, 1956.

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. 536.99 Million (Previous Year Rs. 83.13 Million). The Foreign Exchange outgo on Subscription, Uplinking and News Service charges, Traveling, Consultancy, Software Expenses, Website expenses, Repairs and Maintenance and other expenses amounted to Rs. 253.22 Million (Previous Year Rs. 173.47 Million). Outgo on account of capital goods and others was Rs. 113.73 Million (Previous Year Rs.236.94 Million).

Personnel

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

The Director's Report is being sent to all the shareholders 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.

Acknowledgments

Your Directors express their grateful thanks and appreciation for the assistance and cooperation received from the Investors, Shareholders, Banks and Business Associates during the year under review. Your Directors also wish to place on record their appreciation for the excellent performance and contribution of the Employees to the Company's progress during the year under review.

For and on behalf of the Board

Place : New Delhi
Date : April 30, 2009

Dr. Prannoy Roy
Chairman

EMPLOYEE STOCK OPTION PLAN (NDTV 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. During the year, the shareholders of the Company have approved the resolution 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 1,801,925 have exercised their right to surrender.

Disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, are set below:

S.N.	Particulars	Details
1.	Options granted during the year (No.)	3,750 (Surrender during the year - refer clause 6b below)
2.	The pricing formula	Exercise price - Rs. 4/- per share
3.	Options vested (as of March 31, 2009) (No.)	5,000
4.	Options exercised during the year (No.)	131,625
5.	Total number of shares arising as a result of exercise of Options during the year (No.)	131,625
6a.	Options lapsed/forfeited during the year (No.)	98,140
6b.	Options surrendered	18,01,925
7.	Variation of terms of options	The Company has carried out accelerated vesting for certain employees during the year
8.	Money realized by exercise of Options during the year (Rs.)	526,500
9.	Total number of Options in force (as of March 31, 2009) (No.)	5,000
10.	Employee wise details of Options Granted to:	
(a)	Senior Management Personnel	During the year under review NIL 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. (11.68)
12.	Where the Company has calculated the Employee Compensation cost using the intrinsic value of Stock Options, the difference between the employee compensation cost so	The Company has used intrinsic value method for calculating the Employee Compensation Cost with respect to the Stock Options.

S.N.	Particulars	Details		
	<p>computed and the employee compensation cost that shall have been recognized if it had used the fair value of Options.</p> <p>The impact of this difference on profits and on EPS of the Company</p>	<p>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 have been higher by Rs. 0.66 Million. Consequently the loss would have been Rs.732.48 Million instead of the Current Loss of Rs. 731.82 Million and the Basic & Diluted EPS of the Company would have been Rs. (11.69) instead of Rs. (11.68).</p>		
13.	<p>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</p>	<p>Grant Date</p>	<p>Exercise Price</p>	<p>Weighted average fair value of options as at the grant date (Rs.)</p>
		June 30, 2005	Rs. 4	209.66
		Sept 19, 2005	Rs. 4	232.13
		Dec 1, 2005	Rs. 4	176.42
		April 20, 2006	Rs. 4	250.63
		April 20, 2006	Rs. 4	252.35
		July 1, 2006	Rs. 4	167.14
		Aug 1, 2006	Rs. 4	150.08
		Oct 17, 2007	Rs. 4	352.21
		Oct 17, 2007	Rs. 4	349.79
14.	<p>Description of the method and significant assumptions used during the year to estimate the fair value of Options, including the following weighted average information:</p> <p>Risk Free interest rate (%)</p> <p>Expected life</p> <p>Expected volatility (%)</p> <p>Expected Dividends</p> <p>The price of the underlying share in market at the time of option grant</p>	<p>Not Applicable</p>		

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 during the year the shareholders of the Company have approved the resolution 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 (NDTV ESPS-2009)

In view of the proposed demerger of the Company and its subsidiaries, the employees who had opted for the surrender of their vested and unexercised / unvested stock options granted to them under ESOP 2004, the Company instituted the Employee Stock Purchase Scheme 2009 (the "ESPS Scheme") for compensating the aforesaid employees of the Company and its subsidiaries by granting shares thereunder in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

The Scheme was approved by the shareholders of the Company on March 10, 2009 through postal ballot and 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 Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, are set below:

S.N.	PARTICULARS	DETAILS														
1.	The details of the number of shares issued in ESPS Scheme	17,64,425 Equity Shares, subject to allotment of equity shares on subscription by employees														
2.	The price at which such shares are issued	Exercise price - Rs. 4/- per share														
3.	Employee - wise details of the shares issued to;															
(a)	Senior Managerial Personnel;	During the year under review 3,57,600 equity shares were issued to the senior management personnel of the Company, as detailed hereunder:														
		<table border="1"> <thead> <tr> <th>Director / Employee(s) Name</th> <th>Equity Shares issued during the year (No.)</th> </tr> </thead> <tbody> <tr> <td>K V L Narayan Rao</td> <td>1,37,500</td> </tr> <tr> <td>Smeeta Chakrabarti</td> <td>1,16,700</td> </tr> <tr> <td>I P Bajpai</td> <td>57,500</td> </tr> <tr> <td>Sonia Singh</td> <td>22,950</td> </tr> <tr> <td>Vikramaditya Chandra</td> <td>22,950</td> </tr> <tr> <td>Total</td> <td>3,57,600</td> </tr> </tbody> </table>	Director / Employee(s) Name	Equity Shares issued during the year (No.)	K V L Narayan Rao	1,37,500	Smeeta Chakrabarti	1,16,700	I P Bajpai	57,500	Sonia Singh	22,950	Vikramaditya Chandra	22,950	Total	3,57,600
Director / Employee(s) Name	Equity Shares issued during the year (No.)															
K V L Narayan Rao	1,37,500															
Smeeta Chakrabarti	1,16,700															
I P Bajpai	57,500															
Sonia Singh	22,950															
Vikramaditya Chandra	22,950															
Total	3,57,600															
(b)	Any other employee who is issued shares in any one year amounting to 5% or more shares issued during that year;	No employee is in receipt of the issued of equity shares in any one year amounting to 5% or more equity shares issued during that year, except the following:														
		<table border="1"> <thead> <tr> <th>Director / Employee(s) Name</th> <th>Equity Shares issued during the year (No.)</th> </tr> </thead> <tbody> <tr> <td>K V L Narayan Rao</td> <td>1,37,500</td> </tr> <tr> <td>Smeeta Chakrabarti</td> <td>1,16,700</td> </tr> <tr> <td>Total</td> <td>2,54,200</td> </tr> </tbody> </table>	Director / Employee(s) Name	Equity Shares issued during the year (No.)	K V L Narayan Rao	1,37,500	Smeeta Chakrabarti	1,16,700	Total	2,54,200						
Director / Employee(s) Name	Equity Shares issued during the year (No.)															
K V L Narayan Rao	1,37,500															
Smeeta Chakrabarti	1,16,700															
Total	2,54,200															
(c)	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;	There is no employee who has been issued equity shares during one year, equal to or exceeding 1% of the issued capital of the Company at the time of issuance														
4.	Diluted Earning Per Share (EPS) pursuant to issuance of shares under ESPS	Rs. (11.68)														
5.	Consideration received against the issuance of shares	Nil, as not subscribed as on 31.3.2009														

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

Auditors' 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, for the year ended 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with Stock Exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement(s).

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

Kaushik Dutta
Partner
Membership Number: F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Place : New Delhi
Dated : April 30, 2009

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

The Company strongly believes that good Corporate Governance is a pre-requisite for enhancing long-term shareholders value and considers it to be an internally driven need that does not merely need to be enforced externally. The Company is committed to the principles and features of good Corporate Governance and has consistently followed high standards of Corporate Governance in all its activities and processes.

Board of Directors

The present strength of the Board is eight, comprising three executive Directors including the Chairman, and five non-executive directors including four 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 at quarterly intervals and more frequently, if deemed necessary. All the five non-executive 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, 2009, are given below:

Name of the Director	Position	Directorships held as on March 31, 2009*	Committee membership in all Companies***	Chairmanship in Committees where they are Members***
Dr. Prannoy Roy	Chairman and Whole-time Director (Promoter)**	19	6	5
Mrs. Radhika Roy	Managing Director (Promoter)**	19	6	–
Mr. K V L Narayan Rao	CEO and Whole-time Director	17	8	1
Mr. Amal Ganguli	Non-Executive Independent Director	16	11	5
Mr. N R Narayana Murthy	Non-Executive Independent Director	2	–	–
Ms. Indrani Roy	Non-Executive Independent Director	4	2	1
Mr. Vijaya Bhaskar Menon	Non-Executive Independent Director	3	1	–
Mr. Heramb Ravindra Hajarnavis#	Non-Executive Director	5	–	–

* Includes directorships in all Private and Public Indian Companies.

** Mrs. Radhika Roy, Managing Director of the Company is the wife of Dr. Prannoy Roy, Chairman of the Company.

*** 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.

Appointed as an additional director w.e.f. January 22, 2009

Meetings & Attendance

The Board met 8 times during the financial year under review on - April 16, 2008, June 30, 2008, July 21, 2008, July 29, 2008, September 22, 2008, October 1, 2008, October 14, 2008 and January 22, 2009. The maximum interval between any two Board Meetings was less than 4 months.

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

Name of the Director	Board Meetings held during the year	Board meetings attended	Whether attended last AGM
Dr. Prannoy Roy	8	8	Yes
Mrs. Radhika Roy	8	8	Yes
Mr. K V L Narayan Rao	8	8	Yes
Mr. Amal Ganguli	8	7	Yes
Mr. N R Narayana Murthy	8	3	No
Ms. Indrani Roy	8	5	No
Mr. Vijaya Bhaskar Menon	8	4	No
Mr. Heramb Ravindra Hajarnavis *	8	1*	N.A.

*Appointed as an Additional Director w.e.f. January 22, 2009

None of the directors is a member of more than 10 committees or acts as the Chairman of more than five committees in all Public companies in which they are directors.

The Directorship/committee Membership is based on the disclosures received from 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:

- Oversight of 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.

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 Company, as of March 31, 2009, is made up of the following directors:

Name of the Director	Category	Position
Mr. Amal Ganguli	Independent Director	Chairman
Mr. Vijaya Bhaskar Menon	Independent Director	Member
Ms. Indrani Roy	Independent Director	Member
Mr. K V L Narayan Rao	CEO and Whole-time Director	Member

Mr. Rajiv Mathur, Company Secretary is the Secretary to the Committee.

Four Meetings of the Audit Committee of the Company were held during the year on April 15, 2008, July 29, 2008, October 13, 2008 and January 22, 2009.

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

Name of the Director	No. of Committee meetings attended
Mr. Amal Ganguli	4
Mr. Vijaya Bhaskar Menon	3
Mr. K V L Narayan Rao	4
Ms. Indrani Roy	4

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. 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 31st March, 2009.

Remuneration Committee

The Remuneration Committee of the Company 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 31st March, 2009:

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

Mr. Rajiv Mathur, Company Secretary acts as Secretary to the Committee.

During the year under review, one meeting of the Remuneration Committee was held on April 15, 2008 and was attended by all the members at that time.

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 Director	Salary	Perquisites	Cost attributable to ESOP	Total
Dr. Prannoy Roy	46,50,000	28,60,787	–	75,10,787
Mrs. Radhika Roy	46,50,000	28,60,797	–	75,10,797
Mr. K V L Narayan Rao	36,90,192	27,34,412	\$(10,24,615)	53,99,989

Salary includes allowances, perquisites and contribution towards provident fund.

In addition, Executive Directors have received Directors' fees from its subsidiary company, NDTV Networks Plc, amounting to Rs. 21512 thousand (previous year Rs. 11025 thousand)

Stock Options / ESOPs to Mr. K V L Narayan Rao:

During the year, the Company has amended the Employees Stock Option Scheme 2004 (ESOP 2004 Scheme) incorporating a clause giving the employees a right to surrender the options.

Consequently, Mr. K V L Narayan Rao holding options equivalent to 1,37,500 options, have exercised right to surrender. Further, the Company has issued 1,37,500 shares to Mr. K V L Narayan Rao under Employee Stock Purchase Scheme 2009, subject to approval of the Shareholders and Central Government.

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 Director	Sitting Fee
Mr. N R Narayana Murthy	60,000
Mr. Amal Ganguli	4,80,000
Ms. Indrani Roy	2,00,000
Mr. Vijaya Bhaskar Menon	1,60,000

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 31st March, 2008, for a sum of Rs. 25.00 Lacs as per details below. The application was approved by the Central Government on 28th January 2009. Accordingly, Independent Directors were paid remuneration as shown below:

(Amount in Rs.)

1. Mr. N R Narayana Murthy	:	500,000
2. Mr. Amal Ganguli	:	1,000,000
3. Ms. Indrani Roy	:	500,000
4. Mr. Vijaya Bhaskar Menon	:	500,000

Equity Shares of the Company held by the Non-Executive Directors as on 31st March, 2009 are as follows:

Name of the Director	Category	Number of shares held
Mr. N R Narayana Murthy	Non-Executive Independent Director	Nil
Mr. Amal Ganguli	Non-Executive Independent Director	Nil
Ms. Indrani Roy	Non-Executive Independent Director	Nil
Mr. Vijaya Bhaskar Menon	Non-Executive Independent Director	Nil
Mr. Heramb Ravindra Hajarnavis	Non- Executive Director	Nil

Shareholders and Investors Grievance Committee

The Shareholders and Investors Grievance Committee comprised of the following Directors as on 31st March, 2009:

Name of the Director	Category	Position
Ms. Indrani Roy	Independent Director	Chairperson
Dr. Prannoy Roy	Chairman & Whole-time Director	Member
Mrs. Radhika Roy	Managing Director	Member
Mr. K V L Narayan Rao	CEO and Whole-time Director	Member

Mr. Rajiv Mathur, Company Secretary is the Secretary to the Committee.

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 shareholder's 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 investor's service.

During the year 16 meetings of the Shareholders and Investors' Grievance Committee were held.

The number of shareholders complaints received during the financial year ended 31st March, 2009 were 29 and all the complaints were resolved to the satisfaction of the shareholders. There were no pending complaints as on March 31, 2009.

Code of Conduct

The Company in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, and the amendments thereof 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 2008-09.

Place : New Delhi
Date : April 30, 2009

K V L Narayan Rao
CEO and Whole-time 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
2005-06	July 18, 2006	3:30 P.M.	Air Force Auditorium, Subroto Park, New Delhi
2006-07	July 17, 2007	3:30 P.M.	Air Force Auditorium, Subroto Park, New Delhi
2007-08	September 22, 2008	11:30 A.M.	Siri Fort Auditorium, August Kranti Marg, New Delhi

Twelve (12) special resolutions were passed by a 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 year, three Special resolutions were approved through postal ballot on 10th March, 2009 pertaining to approval for amending the Employees Stock Option Scheme 2004 (ESOP 2004) of the Company, for approving the Employee Stock Purchase Scheme 2009 (ESPS 2009) and grant of shares under ESPS 2009 to eligible employees of the subsidiary companies.

Mr. V. P. Kapoor, practising Company Secretary was Scrutinizer for conducting the postal ballot in accordance with the procedure prescribed by the Companies Act, 1956. The details of the voting pattern of the postal ballot as reported by the Scrutinizer are as follows:

	PARTICULARS	TOTAL NUMBER	NUMBER OF SHARES			PERCENTAGE (%)		
			Special Resolution No. 1	Special Resolution No. 2	Special Resolution No. 3	Special Resolution No. 1	Special Resolution No. 2	Special Resolution No. 3
1.	Total Ballot Forms received	381	–	–	–	–	–	–
2.	Less : Invalid Ballot Forms	34	–	–	–	–	–	–
3.	Total Valid Ballot Forms received	347	–	–	–	–	–	–
4.	(i) Total valid Ballots cast with Assent & No. of Shares.	301	4,38,15,562	4,38,14,346	4,38,13,315	98.68	98.68	98.68
	(ii) Total valid Ballots cast with Dissent & No. of Shares.	46	5,85,641	5,86,003	5,86,258	1.32	1.32	1.32
	TOTAL	347	4,44,01,203	4,44,00,349	4,43,99,573	100	100	100
5.	(i) Value of Votes cast in favour of the resolutions (In Rs.)		17,52,62,248	17,52,57,384	17,52,53,260	98.68	98.68	98.68
	(ii) Value of Votes cast against the resolutions (In Rs.)		23,42,564	23,44,012	23,45,032	1.32	1.32	1.32
	TOTAL		17,76,04,812	17,76,01,396	17,75,98,292	100	100	100

A court convened meeting of the equity shareholders of the Company was held under order dated 03.02.2009 of the Hon'ble High Court of Delhi in Company Application No. (Main) No. 24 of 2009 at Air Force Auditorium on the 24th day of March, 2009 at 11.00 a.m to approve the proposed Scheme of Arrangement between New Delhi Television Limited and its subsidiaries-NDTV Media Limited, NDTV News Limited and Metronation Chennai Television Private Limited and NDTV Studios Limited and its subsidiaries- NDTV News 24X7 Limited, NDTV India Plus Limited, NDTV Business Limited, New Delhi Television Media Limited, NDTV Delhi Limited and NDTV Hindu Media Limited.

The Hon'ble Court appointed Mr. N P S Chawla and Mrs. Usha Kiran Gupta as the Chairperson and Alternate Chairperson, respectively, for the said court convened meeting.

Shareholders present in person or by proxy or through authorised representatives at the meeting, represented 63.27% of the total issued share capital of the Company and 100% of those so present voted in favour of the resolution.

In compliance with the orders of the Hon'ble High Court, the meetings of Secured Creditors and Unsecured Creditors (Other than Trade creditors) of the Company were held on March 24, 2009. The resolutions proposed for approval of the Secured Creditors and Unsecured Creditors (Other than Trade creditors) were successfully carried.

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 B-207, 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 subsidiaries or relatives 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 2008-09, 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 Clause states that the Non- Mandatory requirements may be implemented as per the discretion of the Company. However the Company has adopted the Non Mandatory requirement as regards the provisions relating to Remuneration Committee.

Means of Communication

- (a) The quarterly results of the Company are published in Financial Express/Business Standard (English dailies) and in Jansatta/Hindustan (Hindi dailies) and are also available on the Company's website www.ndtv.com.
- (b) As required by Clause 51 of the Listing Agreement, all the data relating to quarterly financial results, shareholding patterns etc. are electronically filed on the EDIFAR within the time frame prescribed in this regard.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting (AGM)

The 21st Annual General Meeting of the Company will be held on -

Day, Date and Time : Thursday the 20th day of August, 2009 at 3:30 P.M.

Venue : Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi - 110010

Financial Calendar

The next Financial year of the Company is April 1, 2009 to March 31, 2010.

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, 2009	4th week of July 2009.
September 30, 2009 (results for the quarter as well as Half year)	4th week of October 2009.
December 31, 2009	4th week of January 2010.
March 31, 2010 (year ending)	4th week of April 2010.

Book Closure

The book closure period is from August 13, 2009 to August 20, 2009 (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) Bombay Stock Exchange 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:

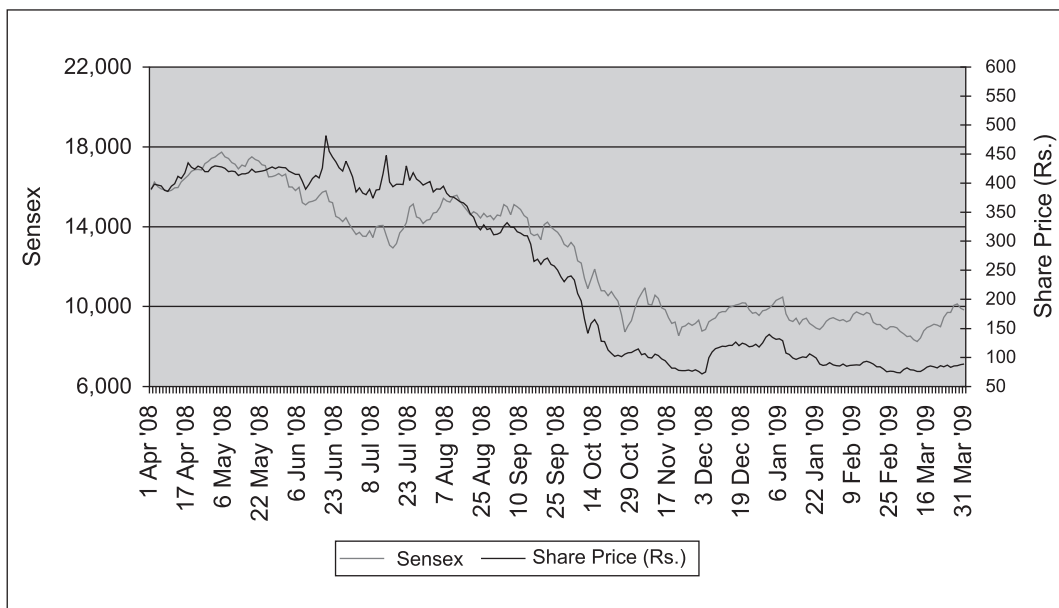
Name	Code
Bombay Stock Exchange Limited	532529
National Stock Exchange of India Limited	NDTV EQ
Demat ISIN Numbers in NSDL and CDSL	INE155G01029

The listing fees for the financial year 2009-2010 has been paid to Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Company has also paid annual custodian fee for the year 2009-10 to NSDL & CDSL.

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

Month	Bombay Stock Exchange Limited (In Rs. per share)		National Stock Exchange of India Limited (In Rs. per share)	
	High	Low	High	Low
April 2008	435.10	377.40	411.42	398.20
May 2008	428.90	407.15	422.28	413.46
June 2008	482.00	375.30	425.88	400.07
July 2008	447.80	359.00	398.41	379.96
August 2008	394.95	292.50	355.57	341.84
September 2008	331.95	200.00	285.34	268.95
October 2008	240.00	85.25	145.96	125.72
November 2008	115.00	71.25	91.51	84.92
December 2008	135.20	69.00	113.47	103.40
January 2009	140.00	80.00	106.94	97.28
February 2009	93.35	72.15	84.77	79.91
March 2009	88.80	71.20	82.66	77.54

Performance in comparison to BSE Sensex



Shareholding Pattern

The shareholding pattern of the Company as on March 31, 2009 is as under:

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized 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 (VIII)	As a percentage (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals /Hindu Undivided Family	3	34,873,447	34,873,038	55.61	55.61	–	–
(b)	Central Government/ State Government(s)	–	–	–	–	–	–	–
(c)	Bodies Corporate	1	4,741,721	4,741,721	7.56	7.56	–	–
(d)	Financial Institutions/ Banks	–	–	–	–	–	–	–
(e)	Any Others (specify)	–	–	–	–	–	–	–
	Sub-Total (A) (1) :	4	39,615,168	39,614,759	63.17	63.17	–	–
(2)	Foreign							
(a)	Individuals (NRIs/ Foreign Individuals)	–	–	–	–	–	–	–
(b)	Bodies Corporate	–	–	–	–	–	–	–
(c)	Institutions	–	–	–	–	–	–	–
(d)	Any Others (specify)	–	–	–	–	–	–	–
	Sub-Total (A)(2) :	–	–	–	–	–	–	–
	Total Share Holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	4	39,615,168	39,614,759	63.17	63.17	–	–
(B)	PUBLIC SHAREHOLDING						NA	NA
(1)	INSTITUTIONS						NA	NA
(a)	Mutual Funds/UTI	10	1,609,475	1,609,475	2.57	2.57		
(b)	Financial Institutions/ Banks	1	151,697	151,697	0.24	0.24		
(c)	Central Government/ State Government(s)	–	–	–	–	–		
(d)	Venture Capital Funds	–	–	–	–	–		

NA : NOTE APPLICABLE

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized 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 (VIII)	As a percentage (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(e)	Insurance Companies	–	–	–	–	–		
(f)	Foreign Institutional Investors	18	14,509,009	14,509,009	23.14	23.14		
(g)	Foreign Venture Capital Investors	–	–	–	–	–		
(h)	Any Others (specify)	–	–	–	–	–		
	Sub-Total (B)(1) :	29	16,270,181	16,270,181	25.94	25.94		
(2)	NON-INSTITUTIONS						NA	NA
(a)	Bodies Corporate	758	1,933,261	1,933,261	3.08	3.08		
(b)	Individuals							
	(i) Individual shareholders holding nominal share capital up to Rs.1 lakh	25257	4,234,432	4,224,412	6.75	6.75		
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	9	432,539	432,539	0.69	0.69		
(c)	Any Others							
	Clearing Members	136	156,987	156,987	0.25	0.25		
	Non Resident Indians	91	69,422	69,422	0.11	0.11		
	Trusts	4	1,102	1,102	0.00	0.00		
	Sub-Total (B)(2) :	26,255	6,827,743	6,817,723	10.89	10.89		
	Total Public Share Holding (B)=(B)(1)+(B)(2) :	26,284	23,097,924	23,087,904	36.83	36.83	NA	NA
	Total (A)+(B) :	26,288	62,713,092	62,702,663	100.00	100.00		
(C)	Shares held by custodians, against which Depository Receipts have been issued	–	–	–	–	–	NA	NA
	GRAND TOTAL (A)+(B)+(C) :	26,288	62,713,092	62,702,663	100.00	100.00	–	–

NA : NOTE APPLICABLE

Distribution of Shareholding, as on 31st March, 2009 is as under:

Category	Share Holders		Face value of Rs. 4/- per share	
	Numbers	%	Amount (Rs.)	%
1 - 5000	25,582	97.31	94,68,100	3.77
5001 - 10000	293	1.11	21,75,844	0.87
10001 - 20000	188	0.72	28,77,876	1.15
20001 - 30000	80	0.30	20,10,216	0.80
30001 - 40000	42	0.16	15,06,244	0.60
40001 - 50000	19	0.07	8,49,260	0.34
50001 - 100000	38	0.15	27,52,448	1.10
100001 & Above	47	0.18	2,29,21,2380	91.37
Total	26289	100.00	25,08,52,368	100.00

Dematerialization of Share and Liquidity

As on March 31, 2009 only 10,429 shares constituting 0.02% 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.

During the year, 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.

Employee Stock Purchase Scheme 2009 (ESPS 2009)

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

The Scheme was approved by the shareholders on March 10, 2009, through a Postal Ballot process 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. Accordingly, the Company has issued 1764425 shares to the eligible employees.

Registrar and Share Transfer Agent

Registrar and Share Transfer Agent of the Company is:

Karvy Computershare Private Limited
Unit: NDTV Limited
Plot No. 17-24 Vittalrao Nagar, Madhapur
Hyderabad-500 081.
TEL : 040-23420815 to 23420820
FAX : 040-23420814
E Mail : mailmanager@karvy.com

Share Transfer System

Requests for share transfers, rematerialisation and transposition are approved by Shareholders and Investors Grievance Committee. The Share Certificate is returned/ issued within 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: NDTV Limited
Plot No. 17-24 Vittalrao Nagar
Madhapur
Hyderabad-500 081.
Phone : 040-23420815 to 23420820
Fax : 040-23420814
E-mail : mailmanager@karvy.com

For securities 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 : 011-41577777
Fax : 011-41735110
E-mail : rajiv@ndtv.com

For and on behalf of the Board

Place: New Delhi
Date : April 30, 2009

Dr. Prannoy Roy
Chairman

Management's Discussion and Analysis

MANAGEMENT'S DISCUSSION AND ANALYSIS

Turning a Crisis into an Advantage:

It is said that you should 'never waste a crisis'. Instead learn from it. The global recession has made this a challenging year, to put it mildly, for the Media industry. NDTV has used this critical time to revisit our core strengths of excellence, professionalism and raise our efficiency. This year has been one in which NDTV is re-inventing itself, excising the flab that came as a consequence of boom times and take control over our future. NDTV's approach has been to see this global economic crisis as much an opportunity as a challenge: to streamline our operations and return to being a lean, tough, strong, efficient and compassionate organisation.

Indian industry, faced with their asset values plummeting on the stock market and a severe nationwide demand constraint, understandably chose the knee-jerk reaction to cut back sharply on advertising expenditures. These may be considered to be among the many external factors that we cannot control - but there are many internal factors, intrinsic to our daily lives at NDTV that we can control - we need to reaffirm our command over these and take NDTV to a new and higher plane: to emerge from this global crisis a stronger and more profitable company.

Consequently, NDTV has taken certain key steps this year to return to being an efficient organization with higher revenues and lower costs. We have initiated a major rationalization of costs on all fronts - distribution, travel, personnel and administration, to improve efficiency and streamline operations. We have started to generate higher revenues through innovative programming initiatives and campaigns like the "7 Wonders of India" and "Toyota Greenathon". We believe that once the restructuring and cost efficiencies work through the system, NDTV will emerge with the ability to face global and national downturns in the future as well as to prosper in boom times.

The News:

NDTV remains India's most credible and respected news organisation.

Our Hindi news channel, NDTV India, has distinguished itself by refusing to turn 'tabloid' and 'sensational' - the two words used most often to describe all other Hindi news channels in the country. While the number of eyeballs that consume tabloid media all over the world is always much higher than for solid, credible news media, in other nations advertisers clearly distinguish between the two types of media. Consequently, advertisers tend to pay far higher rates per eyeball for a credible news channel/newspaper than for tabloid versions. This sharp distinction by advertisers has so far not existed in India - but is now beginning. Finally, this year we are starting to see higher revenues per eyeball for our Hindi channel than the revenues per eyeball that many tabloid news channels are garnering. A welcome segmentation - and a trend that is long overdue. For this we thank the advertising community.

Our English news channel, NDTV 24x7, remains India's most watched by family viewers across the country and particularly by the nation's opinion makers. For instance, a nationwide survey after the elections showed that among all English news channels, NDTV 24x7 was viewed by 52% of all viewers, CNN-IBN by 25% and Times Now by 12%. Other nationwide surveys reinforce this clear leadership*. A disturbing trend emerging among English news channels

*Through a series of emails, NDTV has notified one of the viewership measurement agencies, TAM, that while they are a credible and excellent organisation, we are deeply disturbed by the misuse and manipulation of the system by several channels - and TAM seems unable to do anything to correct these distortions (in fact, TAM seems unwilling to recognize this problem and may be 'living in denial'). We have also pointed out the unacceptably small sample size used by TAM and have requested them to increase their sample to match the size and heterogeneity of India.

is a perceptible slide towards 'tabloid' news - moving in the direction of the many Hindi news channels. NDTV is and will always stay committed to credible, non-sensational journalism and believe that this is also the best business model in the long run.

Our English business news channel, NDTV Profit, is a strong number two in the business space and we are taking several steps to raise it to a leadership position: a new high tech studio has been created in Mumbai; a major upgrade in the graphics systems; and a move to greater global information inputs. We have a positive outlook for NDTV Profit once all the steps we are taking are implemented in totality.

NDTV has signed up subscription agreements on both domestic and international platforms, including new DTH players. This has resulted in a major increase in our channels' international presence. Subscription revenues have grown by approximately 40% over last year, with the Direct to Home (DTH) contribution increasing significantly. Going forward, subscription revenues are likely to contribute a higher percentage to the top line. Currently, like the media sector in India as a whole, only 5% of our revenues come from subscription while 95% come from advertising. As cable operators in India increasingly switch from analogue to digital systems (and with the cost of digital distribution falling dramatically every year, this trend is accelerating), the percentage contribution of subscription revenues to overall revenues is likely to increase from the current 5% to closer to 50%, which is the international norm.

Beyond News:

This has been a big year for NDTV Networks, the holding company for our Entertainment and beyond news businesses. NBC Universal acquired 26% stake in NDTV Networks, with an option to increase the stake further to 50% at fair market value. The six NDTV Networks verticals (companies) are now fully operational - though some of the verticals that have an international focus are facing the normal repercussions of the current global meltdown.

In the crowded Hindi General Entertainment Channel (GEC) market (with about 10 channels), Imagine has established itself as a clear number four - and is recently seen as the fastest growing. There is little doubt that this channel has great potential and an excellent future. Nevertheless, it will need funding and support which will ensure its success.

NDTV Good Times has firmly entrenched itself in the #1 position in the lifestyle genre in India, ahead of Discovery Travel & Living and Zee Trends. NDTV Good Times content now substantially powers a local channel in South Africa. Individual series have been syndicated in countries such as UK and Russia and has entered into a syndication deal with an in-flight entertainment consolidator, which is linked with over 40 airlines and cruise liners. Good Times is available in the Far East and Australia on the IPTV platform. It is also available in Sri Lanka and Mauritius. During the year, Good Times created some of the most high profile and successful programmes in the lifestyle genre including "The First Wives Club" and "The Making of the Kingfisher Calendar".

NDTV Convergence is amongst the verticals with the greatest potential for future growth and impact. NDTV.com is one of India's leading news websites with a large following both with the Diaspora outside India as well as with the younger generation within India. This year we have seen a large number of innovations on the website which has greatly improved the experience visiting the site. It is our strong belief that NDTV Convergence is the future of NDTV and we plan to develop NDTV.com into India's leading website.

Page views of the ndtv portal increased by over 1.8 times during February 2009 over April 2008. Our online offering is being extended through alliances with leading sector experts. For instance, NDTV Convergence has partnered

with Career Builder, amongst the largest jobs portal in North America, for NDTV jobs. NDTV Auto has been launched in association with carwale.com - an expert in the new and used car segment. NDTV Cricket offers free cricket coaching videos in partnership with a world-renowned UK coach and cricket author. NDTV Convergence entered the social video space with www.tubaah.com. The site currently houses more than 50,000 videos from the NDTV portfolio and aims to be a complete destination for video content across channels and media groups. The company also launched www.nogyan.com - an attitudinal site targeted at the 15 - 30 year olds.

During the year, www.ndtv.com was named the "Most popular news site in India", by metrixLabs (the 2nd largest independent online market research company in Europe).

NDTV Labs focused on building its business pipeline however, the global slowdown has made this year a challenging one for NDTV Labs. Nevertheless, quality and innovation standards remain high - NDTV Labs was awarded the CBA (Commonwealth Broadcasting Association) award for "Innovative Engineering: 2008". This is the 5th time that NDTV has won this award. It also won the NAB (National Association of Broadcasters) award for "Innovative Engineering: 2008".

NGEN, the 'media process outsourcing' vertical, is gradually gaining traction. During the first half of this financial year, NGEN started to witness a gradual shift with potential clients moving from the pilot stage to becoming full-fledged paying customers. NGEN's clients include some of the largest and most reputed global media players. Clients are now exploring opportunities to extend both the quantum and range of work outsourced to NGEN, following successful initial deliveries.

Demerger of the 'News' and 'Beyond News' Business:

The shareholders of NDTV have cleared the way for the demerger of our news and beyond news businesses. The court will now consider the final steps of moving our 'News and allied businesses' into one organisation, while 'Entertainment and specified allied businesses' can be under a separate organisation. The underlying reason behind a demerger is that there are no regulatory restrictions on FII/FDI investments in the 'beyond news' businesses. The advantages of a demerger include allowing shareholders an increased choice and flexibility to own either or both of these businesses and will unlock value as after the demerger, both the apex companies will be listed on the Bombay Stock Exchange and the National Stock Exchange and the shareholders will hold shares in both.

Challenges Ahead:

The most significant challenge is the rising number of television channels in India and the resultant competition. Many analysts suggest India may be entering a period of consolidation with mergers and acquisitions. A positive outcome of the recession is that there are fewer new entrants and many marginal channels may be discontinued. Consequently, the level of competition may be somewhat reduced in the immediate future. An additional key challenge remains the predominantly analogue cable systems in India. Analogue distribution implies each cable operator can carry roughly 70-80 channels - while there are over 400 channels competing for distribution. The result is the cable system in India acts as a severe bottleneck - and channels are forced to pay 'carriage fees' to be distributed. However, this situation may be in transition and the bottleneck may be a temporary phenomenon. Digital distribution - under which over a thousand channels is possible - is likely to become a reality over the next few years. Every year the cost of switching from analogue to digital distribution gets lower and lower - and many cable operators are beginning to find it more profitable to go digital. Many analysts suggest the market dynamics will soon ensure that India's cable system will

transform from analogue to digital in the next few years. The growing success of DTH is also adding to the pressure on cable operators to switch to digital.

Growth Drivers:

The entry of large corporate houses into the DTH market has made the market intensely competitive and has added a major new avenue for television channels to be distributed. The growth of DTH has been much faster than most analysts had projected and this is good news for most broadcasters.

Media penetration in the country remains low. Advertising to GDP ratio in India is still far below the level in other economies like US and even China. This represents significant opportunity for expanding the market. India offers a favorable demographic composition and an economy growing at a faster pace than most of the other world economies.

All these factors make us believe that even though the market environment has become challenging for the media & entertainment sector as a result of the economic slowdown, the prospects for this sector remain attractive and the long term growth story is still robust.

Risk Mitigation strategies:

During this year, we came up with innovation and flexibility in our content, formats, and delivery mechanisms. This was done to reach out to new audiences and advertise in multiple ways. NDTV is considered to be the most credible news brand in the country and we believe that this brand differentiation makes for a more solid and less volatile business model.

The company is present across the television platform and has built a global business. Our presence in the non television business, would further de-risk the company. In the future the increase in the share of subscription revenues in overall revenues will also be a major factor in reducing the dependence on the more volatile income streams from advertising.

Human Resource Initiatives:

With the Media industry facing the challenge of the economic slowdown, there is the increasing pressure of keeping the costs down while simultaneously retaining key talent. It is essential to reduce costs without sacrificing effectiveness or efficiency. We have undertaken some key initiatives over the last year, which include the implementation of a new system of performance assessment and compensation review programmes. As we have outlined above, a major focus of the year has been cost rationalization. These include cost cutting across various functions of the company. It must always be kept in mind that in the knowledge economy, talent is at the centre stage and is critical to an organization's success. NDTV has constantly focused on continuous learning and development initiatives and we are proud to be considered the organisation with the finest talent in the industry.

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. Our 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 - Significant Accounting Policies."

Financial Condition

Share Capital

The Company's authorized capital is Rs. 350 million divided into 87.50 million equity shares of Rs 4/- each. At present there is only one class of shares - equity shares. The issued share capital of the company has increased on account of 1,764,425 shares issued pursuant to Employee Stock Purchase Scheme and 131,625 shares issued under "Employee Stock Option Plan - 2004". Of the issued share capital, the shares issued under "Employee Stock Option Plan - 2004" were subscribed and fully paid. Consequently, the subscribed and paid capital of the Company has increased by 1,31,625 equity shares. Details of options granted, outstanding and vested are given elsewhere in the report. A statement of movement in the subscribed and paid up share capital is given below:

	2009		2008	
	Equity Shares (No.)	Rs. in Million	Equity Shares (No.)	Rs. in Million
Balance at the beginning of the year	62,581,467	250.33	62,457,007	249.83
Shares issued upon conversion of option issued under "Employee Stock Option Plan - 2004"	131,625	0.53	124,460	0.50
Balance at the end of the fiscal year	62,713,092	250.85	62,581,467	250.33

Reserves & Surplus

a. Securities Premium Account

The addition to the securities premium account of Rs. 28 million during the year is due to the premium credited on issue of 1,31,625 equity shares, on exercise of options under "Employee Stock Option Plan - 2004". A statement of movement in the securities premium is given below:

Rs. in million	As at March 31,	
	2009	2008
Securities premium account - As at April 1	1,574	1,544
Add: Amount credited on exercise of employee stock options issued under "Employee Stock Option Plan - 2004"	28	30
Securities premium account - As at March 31	1,602	1,574

b. General Reserve

The balance as of March 31, 2009, amounts to Rs. 52.70 million, same as in previous year.

c. Profit & Loss Account

During the year, the company incurred loss of Rs. 731.83 million, as result of which net loss carried forward is Rs. 574.13 million. A statement of movement in profit and loss account is given below:

Rs. in million	For the year ended March 31,	
	2009	2008
Profit & Loss Account at the beginning of the year	157.70	173.52
Add: Profit/(Loss) for the year	(731.83)	42.80
Less: Proposed Dividend	-	50.10
Less: Corporate Dividend Tax	-	8.52
Profit/ (Loss) Carried forward to balance sheet	(574.13)	157.70

Secured & Unsecured Loans

The Company borrowed additional Rs. 687.42 million during the year for funding its operational requirements.

Fixed Assets

The additions to fixed assets in the current year consists of expense incurred for assets acquired for news channels and supporting expanded operations.

The capital work in progress of Rs. 16.18 million as of March 31, 2009 comprises assets acquired for expansion and for replacement of existing depreciated unusable assets. It includes capital advances of Rs. 2.34 million which mainly comprises of advances for equipment purchases.

Investments

The Company has made further investments during the year, in its existing subsidiaries, Metronation Chennai Television Private Limited, NDTV Emerging Markets BV, NDTV Convergence Limited and NDTV One Holding Limited to meet their respective funding requirements.

Due to buoyant market conditions, the company has re-assessed the value of its investments outside the group and on a conservative basis provided for diminution in the value of its investment in EMAAR MGF Limited.

A statement of movement in Investments is given below:

Rs. in million	As at March, 31	
	2009	2008
Investments in subsidiaries		
NDTV News Limited	10.38	10.38
NDTV Media Limited	8.50	8.50
NDTV B.V. (Earlier known as NDTV Networks B.V.)	5.75	5.75
NDTV Convergence Limited	0.11	0.10
Emerging Market B.V. (Earlier known as Emerging Market 24x7 B.V.)	0.52	0.52
Metronation Chennai Television Private Limited	48.19	5.20
NDTV One Holding Limited	2.25	–
Share Application Money - in subsidiary		
NDTV News Limited	–	100.00
NDTV Emerging Market B.V. (Earlier known as Emerging Market 24X7 B.V.)	62.29	–
Others		
Delhi Stock Exchange	20.95	20.95
Emaar MGF Land Limited-Share Application (out of this Rs 85.14 million was refunded and shares were allotted for the balance)	–	250.00
Emaar MGF Land Limited (Net of diminution of Rs 39.56 million)	125.29	–
Jai Prakash Power Venture Ltd	210.01	–
	494.24	401.40

Results of operations

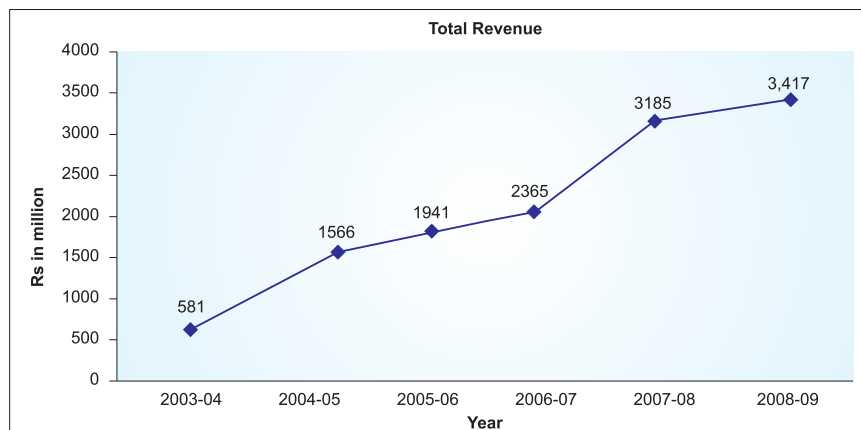
Revenues

The Company's advertising revenue comprises advertising revenue from the channels, NDTV 24X7, NDTV India, NDTV Profit and Metro Nation Delhi. Other Business Income primarily comprises revenue from national and international subscription for pay channels and income from shared services.

Total Income

Total revenue grew by 7% from Rs. 3,184.99 million in the previous year to Rs. 3,417.33 million in the current year.

The following charts depicts the movement in revenue over the years



The following table sets forth the contribution of the different components towards total income for year ended March 31, 2009 and March 31, 2008.

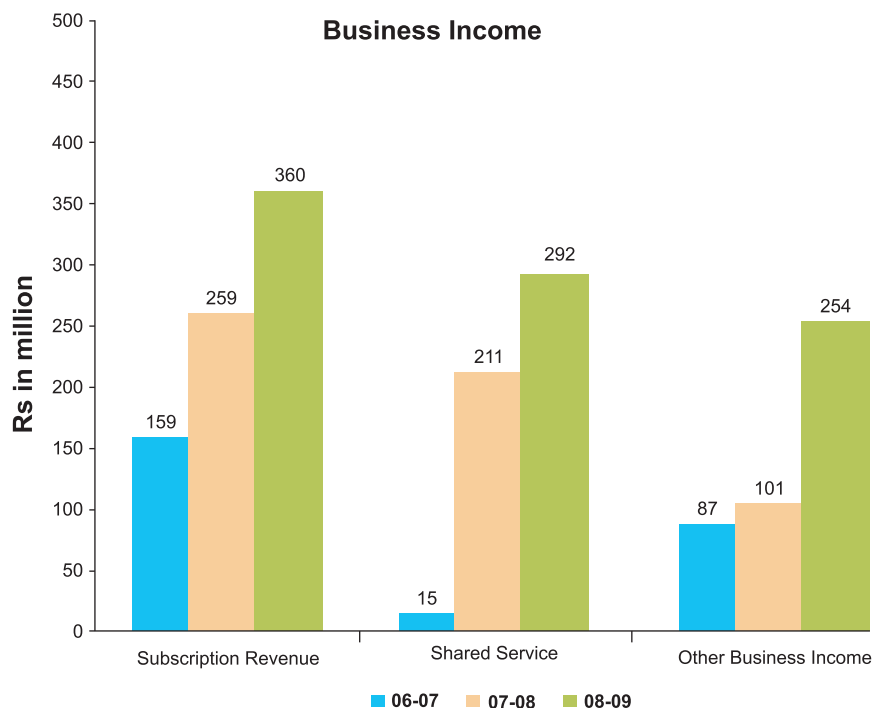
Income for the year ended March 31,	Rs. in million				
	2009	%	2008	%	Growth%
Advertising Sales (net of commission)	2,109.39	62%	2,427.56	76%	-13%
Barter Income (Net)	81.85	2%	55.58	2%	47%
Advertisement Income	2,191.23	64%	2,483.15	78%	-12%
Subscription Revenue	359.68	11%	258.86	8%	39%
Shared Service	291.52	9%	210.65	7%	38%
Other Business Income	253.63	7%	103.57	3%	145%
Business Income	904.83	27%	573.08	18%	58%
Other Income	321.26	9%	128.76	4%	149%
Total Income	3,417.33	100.0%	3,184.99	100%	7%

Advertising Revenue

Net Advertising Revenue for the year ended March 31, 2009 was Rs. 2191.23 million as against Rs. 2483.15 million last year i.e. decrease of 12%, after netting off the advertising sales commission of Rs. 244.78 million to the subsidiary NDTV Media Limited, and after including net barter sales of Rs 81.85 million. Advertisement revenue has decreased over previous year due to sluggish economy resulting in overall cut down of the marketing budgets by the companies and increased competition in the market.

Business Income

Business Income for the year ended March 31, 2009 increased by 58% to Rs. 904.83 million from Rs. 573.08 million last year. The increase in Business Income is primarily on account of increase in subscription revenue by Rs. 100.82 million (39%). The subscription income has increased to Rs. 359.68 million in comparison to Rs. 258.86 million last year mainly due to significant growth in DTH subscribers. During the year shared service income for support services provided to group companies is Rs. 291.52 million as against Rs. 210.65 million last year.



Other Income

Other Income for the year ended March 31, 2009 is Rs. 321.26 million as against Rs.128.76 million over last year. The income for the year ended March 31, 2009 includes consultancy fees of Rs. 241 million for consultancy provided to a group company for fund raising activity. The income for the year ended March 31, 2008 includes gain from sale of investment of Rs. 105.79 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, 2009 increased by 44% from Rs. 2,732.42 million in the previous year to Rs. 3,937.16 million. This is mainly attributable to the increase in costs of shared services which are in turn recovered on arm's length basis and distribution costs, which have gone up by 33%. Reasons for the increase in these costs are discussed separately. The following table depicts the different components of operating cost :

Operating expenses for the year ended March 31,			Rs. in million		
	2009	%	2008	%	Growth%
Total Revenue	3,417.33	100%	3,184.99	100%	7%
Production Expenses	768.23	22%	605.31	19%	27%
Personnel Expenses	1,347.58	39%	954.45	30%	41%
Operations & Administration Expenses	1,008.06	29%	563.26	18%	79%
Marketing, Distribution & Promotion Expenses	813.29	24%	609.40	19%	33%
Total Operating Cost	3,937.16	115%	2,732.42	86%	44%

Production Cost

Production Cost for the year ended March 31, 2009 increased by 27% from Rs 605.31 million in the previous year to Rs. 768.23 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
	2009	% of Revenue	2008	% of Revenue	Growth %
Total Revenue	3,417.33	100.0%	3,184.99	100.0%	7.3%
Transmission & Uplinking	145.25	4.3%	105.81	3.3%	37.3%
Consultancy & Professional Fee	147.40	4.3%	125.24	3.9%	17.7%
Travelling	110.38	3.2%	131.75	4.1%	-16.2%
Subscription, Footage & News Service	74.05	2.2%	66.17	2.1%	11.9%
Hire Charges	15.66	0.5%	15.32	0.5%	2.2%
Graphic, Music And Film Clips	11.58	0.3%	6.74	0.2%	71.8%
Video Tapes	8.82	0.3%	9.29	0.3%	-5.1%
Software Expenses	32.44	0.9%	6.07	0.2%	434.7%
Stores & Spares	13.98	0.4%	26.27	0.8%	-46.8%
Sets Construction	7.64	0.2%	4.91	0.2%	55.7%
Helicopter Running & Maintenance	8.67	0.3%	9.87	0.3%	-12.1%
Other Production Expenses	192.36	5.6%	97.87	3.1%	96.5%
Total Production Expenses	768.23	22.5%	605.31	19.0%	26.9%

The increase in Production cost is attributable to some major events and initiatives such as greenathon, seven wonders of India and fresh programming.

Employees Cost

Employees cost for the year ended March 31, 2009 increased by 41 % from Rs 954.45 million in the previous year to Rs 1347.58 million in the current year. This is mainly on account of annual increments and certain one time costs.

Administrative and Other Expenses

Administrative and other expenses increased by 79% from Rs. 563.26 million in the previous year to Rs. 1,008.06 million in the current year. The major components are:

Operating & administration expenses for the year ended March 31,					Rs. in million
	2009	% of Revenue	2008	% of Revenue	Growth %
Total Revenue	3,417.33	100.0%	3,184.99	100.0%	7.3%
Rent	149.43	4.4%	102.83	3.2%	45.3%
Communication	77.02	2.3%	57.09	1.8%	34.9%
Local conveyance & taxi hire	96.43	2.8%	50.11	1.6%	92.4%
Electricity and water	50.35	1.5%	41.70	1.3%	20.8%
Vehicle	43.94	1.3%	46.90	1.5%	-6.3%
Repair & maintenance	69.30	2.0%	58.60	1.8%	18.2%
Legal & Professional	128.90	3.8%	81.42	2.6%	58.3%
Insurance	25.83	0.8%	16.29	0.5%	58.6%
Loss on Sale/write off of Fixed Assets	51.70	1.5%	-	0.0%	0.0%
Provision for Dimunition in value of investment	39.57	1.2%	-	0.0%	0.0%
Provision for Doubtful Debts/Advances	101.59	3.0%	0.50	0.0%	20038.0%
Bad Debts & Advance Written off	37.78	1.1%	0.52	0.0%	7147.6%
Books, periodicals & Advance Written off	40.52	1.2%	34.09	1.1%	18.9%
Others	95.71	2.8%	73.21	2.3%	30.7%
Total Operating Expenses	1,008.06	29.5%	563.26	17.7%	79.0%

- Increase in rent by Rs. 46.60 million on account of additional premises taken on rent and the regular annual increase.
- Increase in legal and professional expense by Rs. 47.48 million on account of ongoing restructuring of the business and other litigations.
- The group also underwent a comprehensive exercise for impairment testing and verification of the assets as a result of which following losses/provisions were booked -
 - Loss on sale/write off of fixed assets worth Rs.51.70 million.
 - Diminution in the value of investment for Rs.39.57 million.
 - Provision for bad and doubtful debts/advance of Rs.101.59 million
 - Bad and Doubtful debts/advance of Rs.37.78 million

Marketing, Distribution and Promotional Cost

Marketing and distribution expenses for the year ended March 31, 2009 increased 33.46% from Rs. 609.40 million in the previous year to Rs. 813.29 million in the current year. The increase is due to higher carriage fees paid to the cable operators for placement of channels due to higher competition for the premium band available and higher marketing expenses incurred during the year.

Finance Charges

The company took additional term and working capital loan during the year to purchase fixed assets and to fund its business requirements. This resulted in higher finance charges of Rs. 146.48 million for the current year as against Rs. 38.54 Million for the last year.

Depreciation

The increase in depreciation by Rs. 38.23 million was caused by additions to fixed assets made during the current and previous year.

Income Tax

During the year based on the competent professional advice, the Company has recognized the employee stock compensation expense as tax deductible. The tax expense for the year ended March 31, 2009 is negative Rs.10.29 million consisting of Fringe Benefit Tax expense of Rs. 36.44 million and Deferred tax income of Rs. 46.73 million.

Related party transactions

These have been discussed in detail in the notes to the financial statements. Please refer note B-9 on Schedule 21.

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, as at March 31, 2009, and the related Profit and Loss Account 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, 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 further report that:
 - i). (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies 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.
 - ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
 - iii) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
 - (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.
 - iv) In our opinion and according to the information and explanations given to us, having regard to the explanation that certain items purchased are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, 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, fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
 - v) In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act that need to be entered in the register required to be maintained under that section.

- vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
 - vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
 - viii) The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
 - ix) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing 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, cess 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, excise duty and cess which have not been deposited on account of any dispute.
 - x) The accumulated losses of the Company as at March 31, 2009 are less than 50% of its net worth and it has incurred cash losses in the financial year ended on that date. However, the Company has not incurred cash losses in the immediately preceding financial year.
 - xi) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date.
 - xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 - xiii) The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/societies are not applicable to the Company.
 - xiv) In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
 - xv) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
 - xvi) In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
 - xvii) 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, there are no funds raised on a short-term basis which have been used for long-term investment.
 - xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
 - xix) The Company has not raised any money by public issues during the year.
 - xx) 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 such case by the management.
 - xxi) The clause xix of paragraph 4 of the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable in the case of the Company for the current year, since in our opinion there is no matter which arises to be reported in the aforesaid order.
4. *We refer to note on B-10 (i) of Schedule 21 regarding managerial remuneration amounting to Rs.4,304 thousand for the current year and Rs. 4,877 thousand for the previous years paid to the directors, is subject to approval by the Central Government. Additionally, 137,500 shares issued under ESPS-2009 scheme to one of the directors included above is subject to the approval by the shareholders and Central Government.*

In the event that the Central Government approval is not received, these amounts are to be refunded by such directors. This would then result in the Loss after Taxation for the year to be Rs. 728,987 thousand (as against the reported figure of Rs 731,829 thousand), debit balance of Profit and Loss Account to be Rs.566,411 thousand (as against the reported figure of Rs.574,131 thousand), Net Current Assets to be Rs.647,373 thousand (as against the reported figure of Rs. 639,819 thousand), Employee Stock Options Outstanding to be Rs.136,370 thousand (as against the reported figure of Rs 138,000 thousand).

5. Further to our comments in paragraph 3 & 4 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, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account 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, 2009 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2009 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 subject to our comments in paragraph 4 above give respectively 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, 2009;
 - (ii) in the case of the Profit and Loss Account, 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.

Place : New Delhi
Dated : April 30, 2009

Kaushik Dutta
Partner
Membership Number: F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

New Delhi Television Limited

Balance Sheet as at March 31, 2009

	Schedule	As at March 31, 2009		As at March 31, 2008	
		Amount (Rs.)		Amount (Rs.)	
Sources of Funds					
Shareholders' Funds					
Capital	1	250,852,368		250,325,868	
Employee Stock Options Outstanding	2	138,000,386		337,244,723	
Reserves & Surplus	3	1,884,041,531	2,272,894,285	1,784,379,451	2,371,950,042
Secured Loan	4		1,140,790,257		801,824,751
Unsecured Loan	5		476,782,723		128,327,208
			3,890,467,265		3,302,102,001
Application of Funds					
Fixed Assets					
Gross Block	6	3,122,095,987		2,423,580,101	
Less : Depreciation		1,068,390,895		979,420,801	
Net Block		2,053,705,092		1,444,159,300	
Capital Work in Progress		16,182,099		276,467,188	
			2,069,887,191		1,720,626,488
Investments	7		494,237,147		401,401,250
Deferred Tax Asset (Net) (Note B-5 on Schedule-21)			112,391,536		65,665,165
Current Assets, Loans and Advances					
Inventories	8	3,647,267		11,072,442	
Sundry Debtors	9	1,215,742,615		1,445,778,346	
Cash and Bank Balances	10	35,858,257		41,714,211	
Other Current Assets, Loans and Advances	11	603,265,104		557,304,331	
		1,858,513,243		2,055,869,330	
Less : Current Liabilities and Provisions					
Current Liabilities	12	1,123,141,199		859,538,401	
Provisions	13	95,552,220		81,921,831	
		1,218,693,419		941,460,232	
Net Current Assets			639,819,824		1,114,409,098
Profit & Loss Account			574,131,567		–
Significant Accounting Policies and Notes to the Accounts	21		3,890,467,265		3,302,102,001

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

The schedules referred to above form an integral part of the Balance Sheet

For and on behalf of the Board

Kaushik Dutta
Partner
Membership Number F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Dr. Pranjoy Roy
Chairman

Radhika Roy
Managing Director

KVL Narayan Rao
CEO and Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

Place : New Delhi
Date : April 30, 2009

New Delhi Television Limited

Profit and Loss Account for the year ended March 31, 2009

	Schedule	For the year ended March 31, 2009 Amount (Rs.)	For the year ended March 31, 2008 Amount (Rs.)
Income			
Business Income			
– Advertising Revenue	14	2,191,234,260	2,483,148,989
– Other	15	904,831,793	573,075,442
Other Income	16	321,263,878	128,764,431
		<u>3,417,329,931</u>	<u>3,184,988,862</u>
Expenditure			
Production Expenses	17	768,230,235	605,310,648
Personnel Expenses	18	1,347,581,091	954,446,623
Operations & Administration Expenses	19	1,008,062,384	563,257,162
Marketing, Distribution & Promotional Expenses		813,292,809	609,401,467
		<u>3,937,166,519</u>	<u>2,732,415,900</u>
Profit Before Interest, Depreciation, Tax and Employee Stock Compensation Expense		<u>(519,836,588)</u>	<u>452,572,962</u>
Interest and Financial Charges	20	146,477,381	38,544,779
Depreciation	6	242,055,520	203,823,957
Profit Before Tax & Employee Stock Compensation Expense		<u>(908,369,489)</u>	<u>210,204,226</u>
Employee Stock Compensation Expense/ (Write Back)(Note B-1&2 On Schedule 21)		(166,250,695)	118,343,111
Tax Expense			
– Current Tax		–	9,031,271
– Tax for Earlier Years written back		–	(404,844)
– Deferred Tax	(46,726,371)		18,270,272
– Fringe Benefits Tax	36,436,766	(10,289,605)	22,164,294
Net Profit/ (Loss) After Tax		<u>(731,829,189)</u>	<u>42,800,122</u>
Previous Year Balance Brought Forward		<u>157,697,622</u>	<u>173,519,065</u>
Amount available for appropriations		<u>(574,131,567)</u>	<u>216,319,187</u>
Appropriations			
Proposed Dividend		–	50,106,043
Corporate Dividend Tax		–	8,515,522
Profit Carried Forward		(574,131,567)	157,697,622
		<u>(574,131,567)</u>	<u>216,319,187</u>
Earning Per Share			
(Note A-14 & B-12 on Schedule 21)			
– Basic		(11.68)	0.68
– Diluted		(11.68)	0.66

Significant Accounting Policies and Notes to the Accounts

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

The schedules referred to above form an integral part of the Profit and Loss Account

For and on behalf of the Board

Kaushik Dutta
Partner
Membership Number F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Dr. Prannoy Roy
Chairman

Radhika Roy
Managing Director

KVL Narayan Rao
CEO and Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

Place : New Delhi
Date : April 30, 2009

New Delhi Television Limited**Cash flow statement for the year ended March 31, 2009**

	For the year ended March 31, 2009 Amount (Rs.)	For the year ended March 31, 2008 Amount (Rs.)
A. Cash flow from operating activities:		
Net (loss)/profit before tax after Employee Stock Compensation Expenses	(742,118,794)	91,861,115
Adjustments for:		
Depreciation	242,055,520	203,823,957
Interest Expense	146,477,381	38,544,779
Interest Income	(1,553,559)	(7,113,429)
Employee Stock Compensation Expense/(Write Back)	(166,250,695)	118,343,111
(Profit)/Loss on sale / Fixed Assets written off	51,698,940	(865,615)
(Profit)/Loss on sale of investment	–	(105,789,125)
Provision For Diminution in the value of Investment	39,565,125	–
Debts / Advances Written off	37,783,613	521,324
Provision for Bad & Doubtful Debts/ advances	101,587,239	504,455
Provision for Gratuity & Employee Benefits	75,794,826	1,450,464
Liability written back	(22,912,680)	(5,532,501)
Barter Income	(185,478,243)	(169,135,941)
Barter Expenditure	111,525,250	113,551,357
TDS on service Income	(115,829,601)	(78,504,944)
Operating profit before working capital changes	(427,655,678)	201,659,007
Adjustments for changes in working capital :		
– (Increase)/Decrease in Sundry Debtors	90,664,879	(445,111,830)
– (Increase)/Decrease in Other Receivables	(3,320,932)	(7,377,234)
– (Increase)/Decrease in Inventories	7,425,175	12,020,925
– Increase/(Decrease) in Trade and Other Payables	335,527,506	414,578,752
Cash generated from operations	2,640,950	175,769,620
– Taxes (Paid) / Received (Net of TDS)	–	(4,000,000)
– Fringe Benefit Tax (Paid)/ Received	(91,133,970)	(34,492,136)
Net cash from operating activities	(88,493,020)	137,277,484
B. Cash flow from Investing activities:		
Purchase of fixed assets	(399,977,933)	(607,604,992)
Proceeds from Sale of fixed assets	12,561,297	2,277,376
Proceeds from Sale of Investment	115,681,000	–
Refund of Share Application Money	185,145,310	–
Interest Received	1,090,230	1,123,456
Investments made during the year	(317,546,332)	(276,155,080)
Net cash used in investing activities	(403,046,428)	(880,359,240)

New Delhi Television Limited**Cash flow statement for the year ended March 31, 2009**

	For the year ended March 31, 2009 Amount (Rs.)	For the year ended March 31, 2008 Amount (Rs.)
C. Cash flow from financing activities:		
Proceeds from fresh issue of Share Capital	526,500	497,840
Employee Stock Compensation expense reimbursed by subsidiaries (Note B-1&2 on Schedule 21)	(5,273,297)	16,650,167
Loan given to subsidiaries	(59,550,000)	(4,500,000)
Loan received back from subsidiaries	68,628,606	4,500,000
Receipt of Term Loan from Bank	90,000,000	221,319,577
Repayment of term loan	(45,257,170)	(6,250,000)
Receipt of Secured Working Capital Loan from Bank	294,222,676	412,006,950
Receipt of Unsecured Working Capital Loan from Bank	348,455,515	128,327,208
Interest Paid	(147,495,586)	(37,526,574)
Dividend Paid	(50,065,174)	(50,006,475)
Dividend Tax Paid	(8,508,576)	(8,498,601)
Net cash generated/ (used) in financing activities	485,683,494	676,520,092
Net Increase/(Decrease) in Cash & Cash Equivalents	(5,855,954)	(66,561,664)
Opening Cash and cash equivalents	41,714,211	108,275,875
Closing Cash and cash equivalents ⁴	35,858,257	41,714,211
Cash and cash equivalents comprise ⁴		
Cash in hand	1,833,894	1,702,623
Balance with Scheduled Banks on Current and Deposit accounts	34,024,363	40,011,588
	35,858,257	41,714,211

Notes :

- The above Cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
- Figures in brackets indicate cash outflow.
- Following non cash transactions have not been considered in the cash flow statement.
 - Tax deducted at source (on income)
 - Barter Transactions
- Includes fixed deposits under lien Rs. 7,717,045/- (Previous Year Rs. 4,835,000) against letters of credit issued and Rs. 3,336,000 (Previous Year Rs. 3,760,500) pledged against bank guarantees.
- Previous year's figures have been regrouped or reclassified wherever necessary to conform to current year's grouping and classification.

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

For and on behalf of the Board

Kaushik Dutta
Partner
Membership Number F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Dr. Prannoy Roy
Chairman

Radhika Roy
Managing Director

KVL Narayan Rao
CEO and Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

Place : New Delhi
Date : April 30, 2009

New Delhi Television Limited

Schedules to the Balance Sheet

Schedule - 1	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Capital		
Authorised :		
87,500,000 (Previous Year 87,500,000) Equity Shares of Rs 4/- each	<u>350,000,000</u>	<u>350,000,000</u>
Issued ^{1(a)} :		
64,477,517 (Previous Year 62,581,467) Equity Shares of Rs 4/- each	<u>257,910,068</u>	<u>250,325,868</u>
Subscribed & Paid Up ^{1(b, c, d & e)} :		
62,713,092 (Previous Year 62,581,467) Equity Shares of Rs 4/- each)	250,852,368	250,325,868
	<u>250,852,368</u>	<u>250,325,868</u>

¹ Out of the above:

- (a) Includes 1,764,425 (Previous Year- Nil) Equity shares of Rs. 4/- each issued but not yet subscribed pursuant to Employee Stock Purchase Scheme 2009 (ESPS-2009) (Refer Note B-2 on Schedule 21).
- (b) 7,509,870 (Previous Year - 7,509,870) Equity Shares of Rs. 4/- each were allotted as fully paid up by way of Bonus Shares by capitalisation of Profits and Revaluation Reserve.
- (c) 33,651,690 (Previous Year -33,651,690) Equity Shares of Rs 4/- each were allotted as fully paid up by way of Bonus Shares by capitalisation of Securities Premium.
- (d) 9,077,528 (Previous Year -9,077,528) Equity Shares of Rs 4/-each were allotted as fully paid up pursuant to a contract without payment being received in cash.
- (e) 1,910,460 (Previous Year- 1,778,835) Equity shares 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 (Note B-1 on Schedule 21)

Schedule - 2

Employee Stock Options/Share Purchase Outstanding

(Note B-1 & B-2 on Schedule 21)

Employee Stock options outstanding under ESOP-2004	1,032,525	470,882,151	
Less: Deferred employee compensation expense	<u>39,740</u>	992,785	<u>133,637,428</u>
Employee Stock Purchase outstanding under ESPS-2009		137,007,601	-
		<u>138,000,386</u>	<u>337,244,723</u>

Schedule - 3**Reserves & Surplus**

Securities Premium Account			
Opening Balance	1,573,980,259	1,544,139,717	
Additions during the year ¹	<u>27,720,345</u>	<u>29,840,542</u>	
Closing Balance	1,601,700,604		1,573,980,259
General Reserve	52,701,570		52,701,570
Revaluation Reserve (Note B-22 on Schedule 21)	229,639,357		–
Profit and Loss Account	–		157,697,622
	<u>1,884,041,531</u>		<u>1,784,379,451</u>

¹ On exercise of employee stock options (Note B-22 on Schedule 21)

Schedule - 4**Secured Loans**

From a Bank			
– Term Loans ^{1,3,4}	335,043,407		290,300,577
– Working Capital Loan ^{2,3}	805,746,850		511,524,174
	<u>1,140,790,257</u>		<u>801,824,751</u>

¹ Out of the above:

- Rs 113,834,192 (Previous year Rs. 133,700,577) secured by the hypothecation of specific Plant and machinery acquired/ to be acquired against the aforesaid loan and also against existing plant and machinery.
- Rs 221,209,215 (Previous year Rs. 156,600,000) secured by charge created/to be created on building and other assets acquired against the aforesaid loan.

² Secured by way of charge created on all current and future book-debts of the Company. The loan is further secured by the hypothecation of Plant and machinery acquired / to be acquired by the Company.

³ Further the loans are secured by way of charge created over the specified properties of the Company situated at New Delhi and Mumbai.

⁴ Term loans repayable within a year Rs 79,415,436 (Previous year Rs.101,670,000)

Schedule - 5**Unsecured Loans**

From a Bank			
– Working Capital Loan	476,782,723		128,327,208
	<u>476,782,723</u>		<u>128,327,208</u>

New Delhi Television Limited
Schedule to the Balance Sheet
Schedule - 6 Fixed Assets
 (Note A-3,4,5,6 & B-22 on Schedule 21)

Particulars	Gross Block				Depreciation				Net Block	
	As at April 01, 2008	Additions During the Year	Additions During the Year on account of Revaluation	Deletion/ Adjustments ^a	As at March 31 2009	As at April 01, 2008	Provided During the Year	Deductions/ Adjustments ^a	As at March 31, 2009	As at March 31, 2008
Intangible assets										
Computer Software	25,083,850	36,000,736	—	—	61,084,586	7,580,150	5,220,061	—	12,800,211	48,284,375
Tangible assets										
Land ¹	—	181,132,259	51,894,352	—	233,026,611	—	—	—	233,026,611	—
Leasehold Land	—	239,331,055	22,646,820	—	261,977,875	—	3,287,875	—	3,287,875	258,690,000
Building ^{1,7}	73,861,313	17,069,541	155,098,185	—	246,029,039	10,031,236	1,839,864	—	11,871,100	234,157,939
Plant & Machinery										
Plant & Machinery (Main) ²	1,633,503,834	90,704,950	—	182,843,025	1,541,365,759	662,217,316	141,472,215	128,781,372	674,908,159	971,286,518
Plant & Machinery (Other)	86,192,420	13,131,732	—	1,352,064	97,972,088	33,509,073	8,320,487	1,284,461	40,545,099	52,683,347
Computers	186,476,471	31,281,280	—	15,437,161	202,320,590	107,809,896	25,196,218	15,433,400	117,572,717	84,747,873
Office Equipment ³	39,760,945	9,440,422	—	834,945	48,366,422	24,549,457	5,378,293	308,083	29,619,667	18,746,755
Furniture & Fixture	162,944,621	31,187,300	—	73,279	194,058,642	62,689,541	18,162,205	67,962	80,783,784	113,274,858
Vehicles ⁴	195,756,647	36,942,917	—	16,805,189	215,894,375	65,822,960	32,060,649	7,210,151	90,673,458	125,220,917
Helicopter ⁵	20,000,000	—	—	—	20,000,000	5,211,172	1,117,653	—	6,328,825	13,671,175
TOTAL	2,423,580,101	686,222,192	229,639,357	217,345,663	3,122,095,987	979,420,801	242,055,520	153,085,429	1,068,390,895	1,444,159,300
Previous Year	1,948,163,774	483,600,558	—	8,184,231	2,423,580,101	782,369,314	203,823,957	6,772,470	979,420,801	1,444,159,300
Capital Work in Progress ⁶	—	—	—	—	—	—	—	—	16,182,099	276,467,188

¹ Legal title yet to be transferred in the name of the Company in respect of one of the premises of the company having a gross block value amounting to Rs. 290,000,000 as at March 31, 2009

² Gross Block includes assets aggregating Rs. 1,584,057 (Previous Year Rs.Nil) purchased under barter arrangements during the year.

³ Gross Block includes assets aggregating Rs. Nil (Previous Year Rs.1,320,003) purchased under barter arrangements during the year.

⁴ Gross Block includes assets aggregating Rs. 23,788,735 (Previous Year Rs. 5,167,119) purchased under barter arrangements during the year.

⁵ Title and ownership is as confirmed by Deccan Aviation Limited.

⁶ Includes an amount of Rs. 2,340,164 (Previous Year Rs. 264,587,810) towards Capital Advances .

⁷ Building as at April 1,2008 includes land appurtenant to the building acquired.

⁸ Includes obsolete assets written off during the year, gross value amounting to Rs. 180,525,699 and accumulated depreciation amounting to Rs.139,214,290.

New Delhi Television Limited

Schedules to the Balance Sheet

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 7		
Investments		
(Note A-16 on Schedule 21)		
(Long Term, Trade, Unquoted, at Cost)		
Subsidiary Companies		
NDTV News Limited		
– 103,803 (Previous Year 103,803)		
Equity Shares of Rs. 100/- each fully paid up	10,380,300	10,380,300
– Share Application Money	–	100,000,000
NDTV Media Limited		
– 850,000 (Previous Year 850,000)		
Equity Shares of Rs. 10/- each Fully Paid Up	8,500,000	8,500,000
NDTV B.V. (Earlier known as NDTV Networks B.V.)		
– 980 (Previous Year 980)		
Equity Shares of Euro 100/- Each Fully Paid Up	5,745,960	5,745,960
NDTV Convergence Limited		
– 11,334 (Previous Year 10,241)		
Equity Shares of Rs. 10/- Each Fully Paid Up	113,340	102,410
NDTV Emerging Market B.V. (Earlier known as Emerging Market 24X7 B.V.)		
– 90 Equity Shares (Previous Year 90 Equity Shares)		
of Euro 100/- Each Fully Paid Up	517,500	517,500
– Share Application Money	62,292,000	–
Metronation Chennai Television Private Limited		
– 4,080,000 (Previous Year 520,408)		
Equity Shares of Rs. 10/- each Fully Paid Up	40,800,000	5,204,080
– Share Application Money	7,386,000	–
NDTV One Holding Ltd		
– 55,000 (Previous Year Nil)		
Equity Shares of USD. 1/- each	2,252,800	–
Others		
Emaar MGF Land Limited ^{1,2}		
– 362,318 (Previous Year Nil)		
Equity Shares of Rs. 10/- each	125,289,565	–
– Share Application Money	–	250,000,000
Delhi Stock Exchange		
– 299,300 (Previous year 299,300)		
Equity Shares of Rs –1/- each Fully Paid Up	20,951,000	20,951,000
Jai Prakash Power Ventures Ltd		
– 897,473 (Previous Year Nil)		
Equity Shares of Rs –10/- each Fully Paid Up	210,008,682	–
	<u>494,237,147</u>	<u>401,401,250</u>

¹ Net of provision of Rs 39,565,125 made for the diminution in the value

² During the year Rs. 85,145,310 was refunded and shares were allotted for the balance Rs.164,854,690

Schedule - 8

Inventories

(Note A-9 & B-6 on Schedule 21)

Stores & Spares	2,734,176	1,428,586
Video Tapes	913,091	194,978
Programmes under production and finished programmes	–	9,448,878
	<u>3,647,267</u>	<u>11,072,442</u>

New Delhi Television Limited

Schedules to the Balance Sheet

Schedule - 9	As at March 31, 2009		As at March 31, 2008	
Sundry Debtors	Amount (Rs.)		Amount (Rs.)	
(Unsecured, Considered Good unless otherwise specified)				
Debts Outstanding for a period exceeding six months				
Considered good ¹	140,363,464		121,234,588	
Considered doubtful	<u>75,570,901</u>	215,934,365	<u>15,409,579</u>	136,644,167
Other Debts				
Considered good ²		1,075,379,151		1,324,543,758
Less: Provision for Doubtful Debts		<u>(75,570,901)</u>		<u>(15,409,579)</u>
		<u>1,215,742,615</u>		<u>1,445,778,346</u>

¹ Includes Rs 66,622,199 (Previous Year Rs Nil) due from subsidiary Companies

² Includes Rs 182,421,977 (Previous Year Rs 177,596,548) due from subsidiary Companies

Schedule - 10

Cash and Bank Balances

Cash In Hand	1,833,894	1,702,623
Balance With Scheduled Banks on Current Accounts		
– Rupee Accounts	10,890,067	18,248,390
– EEFC Accounts	353,059	1,610,748
Fixed Deposits ¹	22,781,237	20,152,450
	<u>35,858,257</u>	<u>41,714,211</u>

¹ Includes fixed deposits under lien Rs 7,717,045 (Previous Year Rs 4,835,000) against letters of credit issued and Rs 3,336,000 (Previous Year Rs. 3,760,500) pledged against bank guarantees.

Schedule - 11

Other Current Assets, Loans and Advances

(Unsecured and considered good unless otherwise specified)				
Advances recoverable in cash or kind or for value to be received ^{1,2,3}				
Unsecured, Considered Good	181,289,397		246,533,878	
Considered doubtful	<u>40,000,000</u>	221,289,397	<u>4,000,000</u>	250,533,878
Less: Provision for Doubtful Advances		<u>(40,000,000)</u>		<u>(4,000,000)</u>
		181,289,397		246,533,878
Security Deposits		54,559,798		44,878,206
Interest Accrued But Not Due		1,285,184		821,855
Prepaid Expenses		71,769,553		77,525,537
Advance to Subsidiaries		–		9,078,606
Advance Income Tax {(Net of provision of Income Tax of Rs 36,640,621) (Previous Year Rs. 36,640,621)} (Note A-13 on schedule 21)		294,295,850		178,466,249
Advance Fringe Benefit Tax {(Net of provision of Fringe Benefit Tax of Rs 172,453,311 (Previous Year Rs. 71,800,463)}		<u>65,322</u>		<u>–</u>
		<u>603,265,104</u>		<u>557,304,331</u>

¹ Includes Rs. 68,324,813 (net of liabilities of Rs 49,268,183) on account of barter transactions ((Previous Year Rs 49,043,829 (net of liabilities of Rs 46,746,203))

² Includes Rs. 22,482,524 due from Directors (Previous Year Rs. 2,399,364). Maximum balance outstanding during the year Rs 22,482,524 (Previous Year Rs 2,399,364)

³ Includes Rs. 395,726 due from an Officer of the Company (Previous Year Rs. 395,726). Maximum balance outstanding during the year Rs 395,726 (Previous Year Rs 395,726)

New Delhi Television Limited

Schedules to the Balance Sheet

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 12		
Current Liabilities		
(Note B-18 On Schedule 21)		
Sundry Creditors ^{1,2}	628,605,720	519,386,813
Other Liabilities	86,686,807	73,805,478
Security Deposit	3,756,000	3,950,000
Advances From Customers	404,092,672	262,396,110
	<u>1,123,141,199</u>	<u>859,538,401</u>

¹ Includes Rs. 136,978,656 (Previous Year Rs 291,538,162) payable to subsidiary companies.

² Includes Rs. 8,738 (Previous Year Rs 975,812) due to Directors.

Schedule - 13

Provisions

Provision For Gratuity & Employee Benefits (Note A-10 & B-17 On Schedule 21)	95,552,220	19,757,394
Proposed Dividend	-	50,065,174
Corporate Dividend Tax	-	8,508,576
Provision For Fringe Benefit Tax {Net Of Advance Fringe Benefit Tax Of Rs. 172,518,633 (Previous Year Rs. 68,209,776)}	-	3,590,687
	<u>95,552,220</u>	<u>81,921,831</u>

New Delhi Television Limited**Schedules to the Profit and Loss Account**

	For the Year ended March 31, 2009 Amount (Rs.)	For the Year ended March 31, 2008 Amount (Rs.)
Schedule - 14		
Advertising Revenue		
Sales	2,354,166,296	2,882,776,923
Barter Sales	185,478,243	169,135,941
Less: Barter Expenses - Advertisement	<u>(103,632,451)</u>	<u>(113,551,357)</u>
Less : Media Commission Payable To NDTV Media Limited (Refer note B-23 on schedule 21)	81,845,792 (244,777,828)	55,584,584 (455,212,518)
	<u>2,191,234,260</u>	<u>2,483,148,989</u>
Schedule - 15		
Other Business Income		
Equipment Hire Revenue	8,346,496	6,988,877
Subscription Revenue	359,675,485	258,859,950
Shared Services	291,524,473	210,646,772
Events	231,217,929	70,677,356
Others	14,067,410	25,902,487
	<u>904,831,793</u>	<u>573,075,442</u>
Schedule - 16		
Other Income		
Interest Earned:		
– On Fixed Deposits {Gross Of Tax Deducted At Source Rs. 359,827 (Previous Year Rs 588,372)}	1,553,559	2,210,030
– On Income Tax Refund	–	4,821,536
– On Inter Corporate Deposits	–	81,863
Profit On Sale Of Fixed Assets	–	865,615
Foreign Exchange Fluctuation - Net	26,815,722	–
Profit On Sale Of Investment	–	105,789,125
Liabilities Written Back	22,912,680	5,532,501
Income From Consultancy (Note B-20 & 21 On Schedule 21)	241,027,875	–
Dividend Income	2,512,924	–
Rental Income	26,274,692	8,640,965
Miscellaneous Income	166,426	822,796
	<u>321,263,878</u>	<u>128,764,431</u>
Schedule - 17		
Production Expenses		
Consultancy & Professional Fee	147,398,868	125,235,019
Hire Charges	15,660,259	15,319,205
Graphic, Music And Film Clips	11,576,033	6,738,170
Video Tapes	8,822,811	9,292,534
Subscription, Footage & News Service	74,052,160	66,171,394
Software Expenses	32,435,619	6,066,309
Transmission & Uplinking	145,251,704	105,811,096
Sets Construction	7,638,638	4,905,096
Panelist Fee	3,524,974	5,128,242
Helicopter Running & Maintenance	8,668,526	9,865,962
Travelling ¹	110,382,636	131,751,795
Stores & Spares	13,977,949	26,265,758
Other Production Expenses	188,840,058	92,760,068
	<u>768,230,235</u>	<u>605,310,648</u>

¹ Includes Barter Expenses of Rs.4,784,841 (Previous Year Rs.Nil)

New Delhi Television Limited

Schedules to the Profit and Loss Account

	For the Year ended March 31, 2009 Amount (Rs.)	For the Year ended March 31, 2008 Amount (Rs.)
Schedule - 18		
Personnel Expenses		
Salary, Wages & Other Benefits	1,259,024,044	877,838,905
Contribution To Provident Fund & Other Funds	56,762,579	50,604,139
Staff Welfare	31,794,468	26,003,579
	<u>1,347,581,091</u>	<u>954,446,623</u>
Schedule - 19		
Operations & Administration Expenses		
Rent (Note B-13 On Schedule 21)	149,426,003	102,826,010
Rates And Taxes	2,086,060	2,851,987
Electricity And Water	50,350,728	41,697,270
Bank Charges	4,510,661	5,884,863
Books, Periodicals And News Papers	40,519,918	34,087,488
Travelling, Local Conveyance & Taxi Hire	96,427,847	50,107,031
Repair And Maintenance		
– Plant & Machinery	35,767,530	30,765,002
– Building	33,529,023	27,839,659
Charity And Donations	1,433,701	1,264,111
Insurance	25,833,428	16,289,217
Communication ¹	77,024,000	57,089,300
Vehicle	43,944,453	46,900,675
Provision For Doubtful Debts/ Advances	101,587,239	504,455
Bad Debts & Advances Written Off	37,783,613	521,324
Legal, Professional And Consultancy	128,897,701	81,421,870
Loss On Sale/Fixed Assets written off	51,698,940	–
Provision For Diminution in the value of Investment	39,565,125	–
Foreign Exchange Fluctuation - Net	–	270,746
Miscellaneous	87,676,414	62,936,154
	<u>1,008,062,384</u>	<u>563,257,162</u>
¹ Includes Barter Expenses of Rs.3,107,958 (Previous Year Rs.Nil)		
Schedule - 20		
Interest and Financial Charges		
Interest		
– Term Loans	42,122,422	19,217,686
– Others	104,354,959	19,327,093
	<u>146,477,381</u>	<u>38,544,779</u>

New Delhi Television Limited

Schedules to the Accounts

Schedule - 21

A. Significant Accounting Policies

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 basis and prepares its accounts on a going concern basis.

2. Use of Estimates

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

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

Contingencies are recorded when it is probable 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.

3. Tangible Fixed Assets

Tangible Fixed assets except as stated 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 arising on revaluation carried out by an independent valuer as at March 31, 2009. The methods adopted for revaluation of the assets are 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.

4. Intangibles

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.

5. Depreciation

Depreciation on fixed assets including intangibles 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. In case of Plant and machinery where the aggregate actual cost of individual items of plant and machinery costing Rs. 5,000 or less constitutes more than 10 per cent of the total actual cost of plant and machinery, rates of depreciation is applicable based on the useful lives as estimated by the management.

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	6
Helicopter	17
Computer Software	6

Leasehold land are 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 of the Companies Act, 1956 after considering the impact of shift workings.

6. Impairment of Assets

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An 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.

7. Leases

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.

8. 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 is recognised when the service has been provided as per the terms of the contract.

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

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 to or made available 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.

9. Inventories

Stores and Spares

Stores and spares consist of 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 videotapes, are written off in the books at the time of their purchase. Betacam and DVC videotapes are written off 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 license period. The Company charges to the profit and loss account the costs incurred on non-news programmes produced by themselves based on the estimated revenues generated by the first and the subsequent telecasts.

10. Employment Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the 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 State Provident Fund is charged to the Profit and Loss Account. The Company provides for long term defined benefit schemes 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 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 Gratuity Retirement 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 Profit & Loss account as income and expense in the period in which they occur.

The Company 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.

11. 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 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.

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.

The Company does not enter into any derivative or speculative foreign exchange transactions.

13. 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 based on the expected outcome of the assessment.

Deferred tax is recognized 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 recognized 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 recognized 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.

14. Earnings Per Share (EPS)**Basic EPS**

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

Diluted EPS

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

15. Dividend

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

16. 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.

17. 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 whether used for business purposes or service and/or makes an investment in a customer and at the same time negotiates a contract for sale of advertising to the customer. 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. In determining the fair value, the Company refers to independent appraisals (where available), historical transactions or comparable cash transactions.

18. Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of a qualifying asset is capitalised as part of the asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

New Delhi Television Limited

Schedules to the Accounts

Schedule - 21

B. Notes to Accounts

1. 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. During the year the Company has amended the ESOP 2004 scheme incorporating a clause giving the employees a right to surrender the options. Pursuant to the same, employees holding options equivalent to 1,801,925 have exercised their right to surrender. The details of options granted to employees under the ESOP 2004 is set out below.

	First Grant	Second Grant	Third Grant	Fourth Grant	Fifth Grant	Sixth Grant	Seventh Grant	Eight Grant	Ninth Grant	Tenth Grant	Total
Date of Grant	30-Jun-2005	19-Sep-2005	01-Dec-2005	20-Apr-2006	20-Apr-2006	01-Jul-2006	01-Aug-2006	17-Oct-2007	17-Oct-2007	15-Oct-2008	
Market value on date of grant of the underlying equity shares	212.75	235.20	179.50	259.20	259.20	173.90	156.35	376.10	376.10	263.61	
Exercise Price	Rs. 4	Rs. 4	Rs 4	Rs 4	Rs 4	Rs 4	Rs 4	Rs 4	Rs 4	Rs 4	
Vesting Period	1-4 Years ¹	1-4 Years ¹	1-4 Years ¹	1-4 Years ¹	1 Years	1-4 Years ¹	1-4 Years ¹	1 Years	1-4 Years ¹	1-4 Years ¹	
Options outstanding at the beginning of the year	1,127,250	427,750	6,250	226,250	55,440	7,500	25,000	37,500	120,000	–	2,032,940
Options granted	–	–	–	–	–	–	–	–	–	3,750	3,750
Options forfeited	63,100	20,775	–	13,125	1,140	–	–	–	–	–	98,140
Options exercised	62,900	15,725	–	25,000	3,000	–	25,000	–	–	–	131,625
Options expired	–	–	–	–	–	–	–	–	–	–	–
Options surrendered	1,001,250	386,250	6,250	188,125	51,300	7,500	–	37,500	120,000	3,750	1,801,925
Options outstanding at the year end ²	–	5,000	–	–	–	–	–	–	–	–	5,000
Options Exercisable at the year end	–	5,000	–	–	–	–	–	–	–	–	5,000

¹ 25% to vest each year over a period of 4 years.

² weighted average remaining contractual life of 0.47 years.

In accordance with the accounting treatment prescribed under the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Company in respect of option surrendered has credited the employee compensation expense by Rs 284,065 thousand (net of credit given to subsidiaries Rs 24,652 thousand) being the expense recognised in the earlier year and Rs 64,020 thousand (net of credit given to subsidiaries amounting to Rs 14,039 thousand) during the current financial year. In respect of options not yet surrender, the company has expensed Rs.77 thousand during the year.

Further, the liability outstanding as at the March 31, 2009 in respect of Employee Stock Options outstanding is Rs 992 thousand (previous year Rs. 337,244 thousand). The balance deferred compensation expense Rs 39 thousand (previous year Rs 133,637 thousand) will be amortised over the remaining vesting period of the options.

The fair value of each stock option granted under ESOP 2004 as on the date of grant has been computed using Black-Scholes Option Pricing Formula and the model inputs are given as under:

	First Grant	Second Grant	Third Grant	Fourth Grant	Fifth Grant	Sixth Grant	Seventh Grant	Eight Grant	Ninth Grant
Date of Grant	June 30, 2005	Sept 19, 2005	Dec 1, 2005	Apr 20, 2006	Apr 20, 2006	July 1, 2006	Aug 1, 2006	Oct 17, 2007	Oct 17, 2007
Weighted average share price on the grant date	Rs.212.75	Rs.235.20	Rs.179.50	Rs.259.20	Rs.259.20	Rs.173.90	Rs.156.35	Rs.357.60	Rs.357.60
Volatility (%)	50.20 to 64.49 ¹	50.12 to 63.15 ¹	49.05 to 60.13 ¹	47.69	47.69	52.72	52.40	55.88	51.22 to 52.57
Risk free rate ² (%)	6.33 to 6.60	6.39 to 6.79	6.32 to 6.81	6.72 to 7.06	6.72	6.57 to 7.09	7.49 to 7.98	7.81	7.76 to 7.78
Exercise Price	Rs.4	Rs.4	Rs.4	Rs.4	Rs.4	Rs.4	Rs.4	Rs.4	Rs.4
Time to Maturity (years) ³	2.50 to 5.50	2.50 to 5.50	2.50 to 5.50	2.50 to 5.50	2.50	2.50 to 5.50	2.50 to 5.50	1.50	2.50 to 5.50
Dividend Yield	0% ⁴	0% ⁴	0% ⁴	0.54%	0.54%	0.54%	0.54%	0.34%	0.34%
Life of options	7 years	7 years	7 years	7 years	4 years	7 years	7 years	4 Years	7 Years
Weighted average fair value of options as at the grant date	Rs.209.66	Rs.232.13	Rs.176.42	Rs.250.63	Rs.252.35	Rs.167.14	Rs.150.08	Rs.352.21	Rs.349.79

¹ In view of the non availability of adequate historical data for the Company, the historical volatility of another entity within the same industry has been considered.

² Being the interest rate applicable for maturity equal to the expected life of options based on zero-coupon yield curve for Government Securities.

³ Vesting period and volatility of the underlying equity shares have been considered for estimation.

⁴ Since the average price trend for earlier years was not available as the Company was listed in May 2004, dividend yield has not been considered.

The impact on the profit of the Company for the year ended March 31, 2009 and the basic and diluted earnings per share had the Company followed the fair value method of accounting for stock options is set out below:

Amount (Rs. '000)

	Year Ended March 31, 2009	Year Ended March 31, 2008
Profit/(Loss) after tax as per Profit and Loss Account (a)	(731,829)	42,800
Add : Employee Stock Compensation Expense/(writeback) (Net) as per Intrinsic Value Method	(166,250)	118,343
Less : Employee Stock Compensation Expense (Net) as per Fair Value Method	(165,594)	118,742
Profit/(Loss) after tax recomputed for recognition of employee stock compensation expense under fair value method (b)	(732,485)	42,401
Basic Earnings per Share as computed on earnings as per (a) above (Rs)	(11.68)	0.68
Diluted Earnings per Share as computed on earnings as per (a) above (Rs)	(11.68)	0.66
Basic Earnings per Share as computed on earnings recomputed as per (b) above (Rs)	(11.69)	0.68
Diluted Earnings per Share as computed on earnings recomputed as per (b) above (Rs)	(11.69)	0.66

2. Employee Stock Purchase Scheme 2009 (ESPS- 2009)

In view of the proposed demerger of the Company and its subsidiaries, the employees who had opted for the surrender of their stock vested/unvested/unexercised options, granted to them under ESOP 2004, the Company instituted the Employee Stock Purchase Scheme 2009 (the "Scheme") for compensating the aforesaid employees of the company and its subsidiaries by granting shares thereunder 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 issue of 21, 46,540 Equity Shares to the Eligible employees of the Company by the ESPS Committee at an exercise price of Rs. 4/- each. Accordingly, the Company has issued 1,764,425 shares to the eligible employees and recognized the excess of market price over the exercise price of the shares amounting to Rs 117,737 thousand (previous year Nil) net of cost recovered from subsidiaries Rs 19,270 thousand (previous year Nil) as an expense during the year.

Further, the liability outstanding in respect of Employee share purchase outstanding as at March 31, 2009 includes a liability of 137,007 thousand towards shares to be allotted under ESPS-2009.

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

Amount (Rs. '000)

Particulars	As at March 31, 2009	As at March 31, 2008
On Letters of credit	Nil	18,508
On Others	17,731	179,699
Total	17,731	198,207

4. Contingent Liabilities not provided for in respect of:

- i. During the previous year, NDTV Networks Plc. (NNPLC) has raised funds by issuing US \$100 million convertible bonds through a private placement which is due 2012. In connection with this, the Company has given an undertaking to provide a corporate guarantee for and on behalf of NNPLC, to repay 40 % of 107.5 % of the outstanding amount in the event of default by NNPLC in repayment. The estimated potential dilution on conversion will be between 20% to 30%.
- ii. Bank Guarantees issued for Rs. 3,612 thousand (Previous Year Rs 3,736 thousand). These have been issued in the ordinary course of business and no liabilities are expected.
- iii. Claims against the Company not acknowledged as debts: Rs. 82,564 thousand (Previous Year Rs. 82,564 thousand). The amount represent the best possible estimates 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.

- iv. 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.

5. Deferred Taxes

Significant components of deferred tax assets and liabilities are shown in the following table:

	Amount (Rs. '000)		
	As at March 31, 2009	For the Year	As at March 31, 2008
Deferred tax assets on account of			
Accumulated Losses	167,327	84,416	82,911
Provision for Expenses	16,469	(38,974)	55,443
Provision for Doubtful Debtors	20,448	15,702	4,746
Provision for Doubtful Advances	–	(1,236)	1,236
Total deferred tax assets	204,244	59,908	144,336
Deferred tax liability on account of			
Depreciation	(91,852)	(13,181)	(78,671)
Total deferred tax liability	(91,852)	(13,181)	(78,671)
Net Deferred Tax Asset/ (Liability)	112,392	46,727	65,665

6. Quantitative details for Video tapes

	Year ended March 31, 2009		Year ended March 31, 2008	
	Quantity (in Nos.)	Amount (Rs. '000)	Quantity (in Nos.)	Amount (Rs. '000)
Opening Stock				
BETACAM	–	–	45	21
DVC	516	195	3,361	1,737
Purchases				
BETACAM	6	4	107	106
DVC	29,275	9,536	25,616	8,310
Consumed				
BETACAM	–	–	152	127
DVC	27,070	8,822	28,461	9,852
Closing Stock				
BETACAM	6	4	–	–
DVC	2,721	909	516	195

7. Consumption Details**For the year ended March 31, 2009**

Particulars	Indigenous		Imported		Total	
	Amount (Rs. '000)	%	Amount (Rs. '000)	%	Amount (Rs. '000)	%
Tapes	–	–	8,822	100	8,822	100
Stores & Spares	8,661	65	4,566	35	13,227	100

For the year ended March 31, 2008

Particulars	Indigenous		Imported		Total	
	Amount (Rs. '000)	%	Amount (Rs. '000)	%	Amount (Rs. '000)	%
Tapes (Including VHS Tapes)	951	10	9,028	90	9,979	100
Stores & Spares	7,913	94	526	6	8,439	100

8. Segment Reporting

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

9. Related Party Transactions

- I. 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 Company as per the requirements of Accounting Standard - 18.

Subsidiaries (Direct / Indirect)

NDTV Media Limited
 NDTV News Limited.
 NDTV Emerging Market BV (Formerly Emerging Market 24X7 BV)
 NDTV BV (Formerly NDTV Networks BV)
 NDTV Networks BV
 NDTV Networks PLC
 NDTV Convergence Limited
 NDTV Imagine Limited
 Alliance Lumiere Limited
 Imagine Showbiz Limited
 NDTV Imagine Pictures Limited (Formerly NDTV Imagine Films Limited)
 NDTV Labs Limited
 NDTV Lifestyle Limited
 Metronation Chennai Television Private Limited
 NDTV One Holdings Limited
 NDTV Two Holdings Limited
 NDTV Three Holdings Limited
 NDTV (Mauritius) Media Limited
 Middle East Ventures FZ LLC
 NDTV Four holdings AB
 NDTV Networks International Holdings BV

Joint Venture

NGEN Media Services Private Limited

Associate Company

NDTV Studios Limited
 NDTV (Mauritius) Multimedia Limited
 NDTV Worldwide Mauritius Limited
 NDTV India Plus Limited
 NDTV News 24X7 Limited
 NDTV Business Limited
 New Delhi Television Media Limited
 NDTV Hindu Media Limited
 NDTV Delhi Limited
 Astro Awani Networks Limited

Key Management Personnel and their relatives

Dr. Prannoy Roy Chairman
 Radhika Roy Managing Director
 K.V.L. Narayan Rao Director
 Renu Rao Wife of a Director

II. Disclosure of Related Party Transactions:

Details of transactions in the ordinary course of business for the year ended March 31, 2009

Amount (Rs. '000)

S.No.	Nature of relationship / transaction	Subsidiary Companies	Associate	Key Management Personnel	Relatives	Total
1	Rendering of services	267,074	–	–	–	267,074
	NDTV Three Holdings Limited	241,028	–	–	–	241,028
	Others	26,046	–	–	–	26,046
2	Trade Mark / Royalty Received	5,203	–	–	–	5,203
	NDTV Imagine Limited	3,351	–	–	–	3,351
	NDTV Lifestyle Limited	718	–	–	–	718
	NDTV Convergence Limited	513	–	–	–	513
	Alliance Lumiere Pvt Limited	500	–	–	–	500
	Others	121	–	–	–	121
3	Services Availed of	303,968	–	–	–	303,968
	NDTV Media Limited ¹	303,154	–	–	–	303,154
	Others	814	–	–	–	814
4	Remuneration Paid (Refer Note 10 (i) below)	–	–	20,421	–	20,421
5	Payment made on behalf of others	589,518	103,554	–	–	693,072
	NDTV Imagine Limited	399,193	–	–	–	399,193
	NDTV Lifestyle Limited	125,193	–	–	–	125,193
	NDTV Studios Limited	–	103,554	–	–	103,554
	Others	65,132	–	–	–	65,132
6	ESPS cost recovered in respect of employees under dual employment	24,544	–	–	–	24,544
	NDTV Lifestyle Limited	12,928	–	–	–	12,928
	NDTV News Limited	6,126	–	–	–	6,126
	NDTV Network PLC	4,170	–	–	–	4,170
	Others	1,320	–	–	–	1,320
7	ESOP cost reversed in respect of option surrendered for employees under dual employment	19,271	–	–	–	19,271
	NDTV Lifestyle Limited	10,636	–	–	–	10,636
	NDTV News Limited	5,824	–	–	–	5,824
	Others	2,811	–	–	–	2,811

8	Rent	4,497	-	-	-	4,497
	NDTV Imagine Limited	2,941	-	-	-	2,941
	NDTV News Limited	1,556	-	-	-	1,556
9	Shared service income	291,520	-	-	-	291,520
	NDTV Lifestyle Limited	39,492	-	-	-	39,492
	NDTV News Limited	67,840	-	-	-	67,840
	NDTV Network PLC	29,636	-	-	-	29,636
	NDTV Imagine Limited	50,043	-	-	-	50,043
	NDTV Emerging Market BV	33,882	-	-	-	33,882
	Others	70,627	-	-	-	70,627
10	Shared service cost	9,154	-	-	-	9,154
	NDTV Labs Limited	5,075	-	-	-	5,075
	NDTV Lifestyle Limited	1,316	-	-	-	1,316
	NDTV Convergence Limited	1,322	-	-	-	1,322
	NDTV Imagine Limited	1,150	-	-	-	1,150
	Others	291	-	-	-	291
11	Rental income	26,274	-	-	-	26,274
	NDTV News Limited	9,591	-	-	-	9,591
	NDTV Lifestyle Limited	5,582	-	-	-	5,582
	NDTV Convergence Limited	5,963	-	-	-	5,963
	NDTV Imagine Limited	3,180	-	-	-	3,180
	Others	1,958	-	-	-	1,958
12	Programs purchased	36,755	-	-	-	36,755
	NDTV News Limited	20,384	-	-	-	20,384
	NDTV Lifestyle Limited	15,089	-	-	-	15,089
	Others	1,282	-	-	-	1,282
13	Sale Of Goods/ Assets/Purchases	1,103	-	-	-	1,103
	NDTV News Limited	888	-	-	-	888
	Others	215	-	-	-	215
14	Programs Sold	1,181	-	-	-	1,181
	NDTV Lifestyle Limited	889	-	-	-	889
	Others	292	-	-	-	292
15	Loan given	59,550	-	-	-	59,550
	NDTV News Limited	59,550	-	-	-	59,550
16	Loan Received back	45,629	-	-	-	45,629
	NDTV News Limited	45,629	-	-	-	45,629
17	Equity contribution	107,538	-	-	-	107,538
	Metronation Chennai (P) Limited	42982	-	-	-	42,982
	NDTV Emerging Market BV	62292	-	-	-	62,292
	NDTV One Holdings Limited	2253	-	-	-	2,253
	NDTV Convergence Limited	11	-	-	-	11
18	Share Application Money– Refund Received	100,000	-	-	-	100,000
	NDTV News Limited	100,000	-	-	-	100,000

Details of transactions in the ordinary course of business for the year ended March 31, 2008

Amount (Rs. '000)

S.No.	Nature of relationship / transaction	Subsidiary Companies	Associate	Key Management Personnel	Relatives	Total
1	Rendering of services	5,356	11,977	-	-	17,333
	NDTV Lifestyle Limited	4,489				4,489
	Astro Awani Networks Limited	-	11,977			11,977
	NDTV Emerging Market BV	867				867
2	Interest income	82	-	-	-	82
	NDTV Convergence Limited	82				82

3	Trade Mark / Royalty Received NDTV Imagine Limited NDTV Lifestyle Limited NDTV Convergence Limited Others	951 507 310 122 12	-	-	-	951 507 310 122 12
4	Services Availed of NDTV Media Limited ¹ Others	456,164 456,113 51	-	-	-	456,164 456,113 51
5	Remuneration Paid (Refer Note 10 (i) below)	-	-	31,770	2,677	34,447
6	Payment made on behalf of others NDTV Imagine Limited NDTV Lifestyle Limited Astro Awani Networks Limited Others	242,022 156,476 75,143 10,403	12,413 12,413	-	-	254,435 156,476 75,143 12,413 10,403
7	ESOP cost recovered in respect of employees under dual employment NDTV Lifestyle Limited NDTV Labs Limited NDTV Network PLC Others	16,650 7,263 2,584 5,484 1,319	-	-	-	16,650 7,263 2,584 5,484 1,319
8	Rent NDTV News Limited	1,800 1,800	-	-	-	1,800 1,800
9	Shared service Income NDTV Network PLC NDTV Imagine Limited NDTV Lifestyle Limited Others	210,578 65,206 53,427 46,858 45,087	-	-	-	210,578 65,206 53,427 46,858 45,087
10	Rental Income NDTV Convergence Limited NDTV Lifestyle Limited NDTV Labs Limited NDTV Imagine Limited	8,641 3,059 3,083 1,294 1,205	-	-	-	8,641 3,059 3,083 1,294 1,205
11	Sale of Investment in Associate NDTV Emerging Market BV	115,681 115,681	-	-	-	115,681 115,681
12	Programme purchased NDTV Lifestyle Limited Others	14,941 14,496 445	-	-	-	14,941 14,496 445
13	Loan given NDTV Convergence Limited	4,500 4,500	-	-	-	4,500 4,500
14	Loan Received back NDTV Convergence Limited	4,500 4,500	-	-	-	4,500 4,500
15	Equity contribution Metronation Chennai (P) Limited	5,204 5,204	-	-	-	5,204 5,204

¹ Includes commission to NDTV Media Limited Rs 244,777 thousand (Previous year Rs. 455,213 thousand)

III. Amount due to/from related parties

Amount due to/from related parties as on March 31, 2009

Amount (Rs. '000)

S.No.	Nature of relationship / transaction	Subsidiary Companies	Associate	Key Management Personnel	Relatives	Total
	Debit balances outstanding as on 31 March 2009					
1	Outstanding Advances	-	103,554	22,482	-	126,036
2	Outstanding Receivable	249,044	-	-	-	249,044
	Credit balances outstanding as on 31 March 2009					
1	Outstanding Payable	136,978	-	8	-	136,986

Amount due to/from related parties as on March 31, 2008**Amount (Rs. '000)**

S.No.	Nature of relationship / transaction	Subsidiary Companies	Associate	Key Management Personnel	Relatives	Total
	Debit balances outstanding as on 31 March 2008					
1	Outstanding Advances	9,078	18,259	2,399	249	29,985
2	Outstanding Receivable	177,596	93	–	–	177,689
	Credit balances outstanding as on 31 March 2008					
1	Outstanding Payable	291,538	–	976		292,514

IV. Other Key Agreements

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

- Co-operation agreement** under which the Companies have mutually agreed to grant exclusive royalty free license to use any program footage or news content whether created or owned by other Company for up to three minutes subject to the same being used in a NDTV branded Channel and has also granted right of first refusal to the others with respect to licensing of distribution rights to any program or news content except for programs which are made specifically for a third party.
- Shared Services Agreements** under which the Company has agreed to provide specified shared services on an arms' length basis to the group Companies. Further separate service level agreements (SLA) have been entered for providing Finance and accounting, MIS, Legal and regulatory compliance, Human Resource, Satellite Up linking services etc, at a consideration to be ascertained for each specific service.
- Cross Channel Promo Arrangement** under which the NDTV Group companies have agreed to implement a common cross channel promotion agreement. Under the said agreement the charge-outs shall be on agreed rates. The Company has been allotted fixed airtime in lieu of airtime on channels of other NDTV Group companies or Banner on NDTV.com.

10. Directors' Remuneration**(i) Wholtime Directors' Remuneration****Amount (Rs.'000)**

	Year ended March 31, 2009	Year ended March 31, 2008
Salary and Other Allowances	19,392	18,636
Contribution to Provident and Other Funds	1,558	1,444
Ex gratia	75	75
Perquisites	420	435
Employee Stock Compensation Expense ⁴	(11,701)	11,180
Employee Stock Purchase Expense ⁵	10,677	–
Total	20,421^{1,3}	31,770²

¹ Includes remuneration amounting to Rs. 4,304 thousand paid to Directors that exceeds the minimum remuneration payable due to inadequacy of profits, subject to Central Government's Approval.

² Includes remuneration amounting to Rs. 3,247 thousand paid to Directors that exceeds the minimum remuneration payable due to inadequacy of profits, subject to Central Government's Approval. Also, remuneration amounting to Rs. 1,630 thousand paid to Directors for the year ended March 31, 2007 is also subject to Central Government's Approval.

³ In addition, Directors' have received Director fees from its subsidiary company NDTV Networks Plc amounting to Rs 21,512 thousand (previous year Rs 11,025 thousand).

⁴ During the year the Company has amended the ESOP 2004 scheme incorporating a clause giving the employees a right to surrender the options. Pursuant to the same, a wholtime director holding option equivalent to 137,500 have exercised right to surrender (Note B-1 on schedule 21).

⁵ The Company has issued 137,500 shares to a wholtime director under the Employee Stock Purchase Scheme 2009, subject to shareholder's and Central Government approval

Amount (Rs.'000)

	Year ended March 31, 2009	Year ended March 31, 2008
(ii) Sitting fees	900	500
(iii) Non- Executive Directors' Remuneration	2500 ⁷	2,500 ⁶

⁶ Payment made to Non-Executive Directors for the year ended March 31, 2007 for which Company has obtained Central Government and shareholder's approval.

⁷ Payment made to Non-Executive Directors for the year ended March 31, 2008 for which Company has obtained Central Government and shareholder's approval.

11. Auditor's Remuneration

Amount (Rs. '000)

Description	Year ended March 31, 2009	Year ended March 31, 2008
As Auditors, including quarterly audits	3,500	3,500
Out-of-pocket-expenses	104	325
Total ¹	3,604	3,825

¹ Excluding service tax

12. Earnings / (Loss) per share (EPS)

Description	Year ended March 31, 2009	Year ended March 31, 2008
Number of equity shares outstanding at the beginning of the year (Nos.)	62,581,467	62,457,007
Add: Fresh issue of equity shares (Nos)	131,625	124,460
Number of equity shares outstanding at year end (Nos.)	62,713,092	62,581,467
Weighted average number of Equity Shares outstanding during the year for Basic EPS (Nos.)	62,651,932	62,524,473
Adjustment for dilutive effect of share options granted	–	2,007,792
Weighted average number of Equity Shares outstanding during the year for Diluted EPS (Nos.)	62,651,932 ¹	64,532,265
Profit / (loss) attributable to Equity Shareholders (Rs.)	(731,829,189)	42,800,122
Basic Earnings per Equity Share (Rs.)	(11.68)	0.68
Diluted Earnings per Equity Share (Rs.)	(11.68)	0.66
Nominal Value per share (Rs)	4	4

¹ Potential conversion of the stock options granted is anti-dilutive and accordingly, has not been considered in the calculation of diluted earnings/ (loss) per share.

13. Operating Leases

- i) The Company has taken various residential/commercial premises/Vehicles under cancellable operating leases.
- ii) The rental expense for the current year, in respect of operating leases was Rs. 149,426 thousand (Previous Year Rs 102,826 thousand).

- iii) 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:

Particulars	Amount (Rs. '000)	
	As at March 31, 2009	As at March 31, 2008
Payable not later than 1 year	17,269	13,243
Payable later than 1 year and not later than 5 year	12,194	6,518
Payable later than five year	–	–
Total minimum lease payments	29,463	19,761

14. Earnings in Foreign Currency (On Cash Basis) Amount (Rs. '000)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Advertisement Revenue	34,790	17,399
Subscription Revenue	67,833	51,182
Other Business Income - Consultancy fees etc.	434,369	14,550
Total	536,992	83,131

15. CIF value of imports

Amount (Rs.'000)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Capital Goods	104,232	219,282
Equipments stores and spares	2,511	13,640
Video Tapes	6,984	4,020
Total	113,727	236,942

16. Expenditure in Foreign Currency (On cash basis)

Amount (Rs.'000)

Particulars	Year ended March 31, 2009	Year ended March 31, 2008
Subscription, Uplinking and news service charges	163,039	105,569
Travelling expenses	35,465	24,891
Consultancy and Professional fees	27,347	35,147
Other expenses (including production expenses, marketing and distribution expenses etc.)	27,368	7,862
Total	253,219	173,469

17. The Company has accounted for the long term defined benefits and contribution schemes as under :

(A) Defined Benefits Scheme

The Company provides for long term defined benefit schemes 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 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:

		Amount (Rs.'000)	
		For the Year ended March 31, 2009	For the Year ended March 31, 2008
I	Changes in the Present value of the Obligation:		
	Obligations at year beginning	69,932	63,134
	Service Cost - Current	10,793	11,755
	Interest Cost	5,595	5,051
	Actuarial (gain) / loss	(2,907)	(7,019)
	Benefit Paid	(5,906)	(2,989)
	Obligations at year end	77,507	69,932
II	Change in plan assets:		
	Plan assets at year beginning, at fair value	50,175	44,827
	Expected return on plan assets	4,666	4,146
	Actuarial gain / (loss)	10	169
	Contributions	3,010	4,022
	Benefits paid	(5,906)	(2,989)
	Plan assets at year end, at fair value	51,955	50,175
III	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	77,508	69,932
	Fair value of the plan assets at the end of the year	51,955	50,175
	Liability recognised in the Balance Sheet	25,553	19,757
IV	Defined benefit obligations cost for the year		
	Service Cost - Current	10,793	11,755
	Interest Cost	5,595	5,051
	Expected return on plan assets	(4,666)	(4,146)
	Actuarial (gain) / loss	(2,917)	(7,188)
	Net defined benefit obligations cost	8,805	5,472
V	Investment details of plan assets		
	100% of the plan assets are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme.		
VI	The principal assumptions used in determining post-employment benefit obligations are shown below:		
	Discount Rate	8%	8%
	Future salary increases	5.50%	5.5%
	Expected return on plan assets	9.30%	9.25%

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.

(B) State Plans:

The Company deposits an amount determined at a fixed percentage of Basic pay every month to the state administered provident fund for the benefit of the employees. Accordingly, the Company's contribution during the year that has been charged to revenue amounts to Rs 56,762 thousand (Previous Year Rs. 50,604 thousand).

18. 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:

		Amount (Rs.'000)
S.No.	Particulars	
1	Principal amount remaining unpaid as on 31st March, 2009	Nil
2	Interest due thereon as on 31st March, 2009	Nil
3	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
4	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
5	Interest accrued and remaining unpaid as on 31st March, 2009	Nil
6	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

19. The Board of Directors at their meeting held on October 1, 2008 had approved the Scheme of Arrangement ('the Scheme') for demerger of the News businesses of the Company. Accordingly, the Company will be split into two groups of companies: one group of companies will carry out 'News and other businesses' and the other group of companies will carry out 'Entertainment and specified allied businesses'. This demerger will be carried out pursuant to Section 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956. After the demerger, for every one share currently held in the Company, a shareholder will hold one share in the holding company whose subsidiaries will carry out the 'News and other businesses' and one share in the holding company whose subsidiaries will carry out the 'Entertainment and specified allied businesses'. The Appointed Date for the Scheme has been specified as April 1, 2009. The Scheme is subject to the approval of the High Court of Delhi and the Company has filed the same with the High Court of Delhi for obtaining such approval. The meeting of the shareholders and the creditors (other than trade) of the Company held on March 24, 2009, pursuant to the orders of the Hon'ble High Court of Delhi, have approved the scheme. The final approval of the Hon'ble High Court of Delhi for the scheme is awaited.
20. Shareholders agreement dated 23 May 2008 was entered into by the Company, along with its subsidiaries NDTV BV, NDTV Networks BV, NDTV Networks International Holdings BV (NNIH) and NDTV Networks Plc (NNPLC) with NBC Universal Inc. and one of its affiliates Universal Studios International BV ('NBCU'), for subscription of 915,498 shares into NNIH equivalent to 26% effective indirect stake in NNPLC for an amount of US\$150 million. The agreement also contemplates that NBCU will be granted an option to acquire an additional effective indirect stake of upto 24% in NNPLC through NNIH in the third year of the joint venture at the then fair market value of the shares, subject to receipt of all necessary consents and approvals
21. Income from consultancy includes an amount of Rs 241,000 thousand (previous year Nil) towards services provided by the Company to its subsidiary in connection with the dilution of stake in a subsidiary (Note B-20).
22. The Company has revalued land and building situated at various locations out of its block of fixed assets based on a fair value carried out by an independent valuer as at March 31, 2009. Accordingly an amount of Rs 74,541 thousand and Rs 155,098 thousand being the appreciation in the value of land and buildings respectively has been accounted for as additions to the gross block of the fixed assets with a corresponding increase in the revaluation reserve.
23. The business arrangements between the Company and its subsidiary, NDTV Media Limited have been revised during the year, consequent to which the commission payable to NDTV Media Limited in respect of the current year has been revised to Rs 244,777 thousand as against Rs 377,581 thousand had the earlier arrangements continued.
24. The Company and NDTV News Limited (NNL) have entered into an agreement to outsource various activities related to the Metronation Delhi Channel to NNL with effect from April 1, 2008. Accordingly a net cost amounting to Rs 169,215 thousand (previous year Nil) have been charged to NNL.
25. Figures of the previous year have been regrouped wherever necessary to conform to current year's figures.

New Delhi Television Limited

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details :

Registration No.	U	9	2	1	1	1	D	L	1	9	8	8	P	L	C	0	3	3	0	9	9
State Code :	5	5																			
Balance Sheet Date :	3	1	0	3	2	0	0	9													
	Date	Month	Year																		

II. Capital Raised During the Year (Amount in Rs. Thousands)

Public Issue :						N	I	L	Rights Issue :							N	I	L
Bonus Issue :						N	I	L	Private Placement :							N	I	L
Preferential Offer of Shares under Employee Stock Option Plan Scheme*						5	2	6										

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities :			3	8	9	0	4	6	7	Total Assets :			3	8	9	0	4	6	7
Source of Funds																			
Paid-up-Capital :			2	5	0	8	5	2	Reserves & Surplus :			1	8	8	4	0	4	1	
Secured Loans :			1	1	4	0	7	9	0	Unsecured Loans :			4	7	6	7	8	3	
Deferred tax liability :								N	I	L	ESOP Outstanding :			1	3	8	0	0	0
Application of Funds																			
Net Fixed Assets :			2	0	6	9	8	8	7	Investments :			4	9	4	2	3	7	
Deferred Tax Assets :			1	1	2	3	9	1	Net Current Assets :			6	3	9	8	2	0		
Misc. Expenditure :								N	I	L	Accumulated Losses :			5	7	4	1	3	1

IV. Performance of Company (Amount in Rs. Thousands)

Turnover :			3	4	1	7	3	3	0	Total Expenditure :			3	9	3	7	1	6	7
Profit/(Loss) before Tax :	-		7	4	2	1	1	9	Profit/(Loss) after tax :	-		7	3	1	8	2	9		
Earning Per Share (Rs.)			-	1	1	.	6	8	Dividend Rate (%) :							N	I	L	

V. Generic Names of Three Principal Products / Services of the company (as per monetary terms)

Item Code No. (ITC Code)	N	A																							
Product Description	P	R	O	D	U	C	T	I	O	N	A	N	D	B	R	O	A	D	C	A	S	T	I	N	G
	O	F	T	E	L	E	V	I	S	I	O	N	S	O	F	T	W	A	R	E					

*Issue of shares arising on the exercise of options granted to employees under the Company's ESOP 2004 Plan.

For and on behalf of the Board

Dr. Pranoy Roy
Chairman

Radhika Roy
Managing Director

K. V. L. Narayan Rao
CEO and Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

Place : New Delhi
Date : April 30, 2009

**New Delhi Television Limited
Consolidated Financial Statements**

Report of the auditors to the Board of Directors of New Delhi Television Limited on the consolidated financial statements of New Delhi Television Limited and its subsidiaries

1. We have audited the attached consolidated Balance Sheet of New Delhi Television Limited and its subsidiaries as at March 31, 2009, the consolidated Profit and Loss Account for the year ended on that date annexed thereto, and the consolidated Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These consolidated financial statements are the responsibility of Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with 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 prepared, in all material respects, in accordance with an identified financial reporting framework and 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 report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of New Delhi Television Limited and its subsidiaries included in the consolidated financial statements.
4. Without qualifying our report, in view of the accumulated losses of the Company and its subsidiaries (together referred to as 'Group') as at the balance sheet date, we draw attention to note on B-10 of Schedule 22 regarding the recasting of the business plans and streamlining of the operations by the Group in view of the current economic environment.
5. *We refer to note on B-16(b) of Schedule 22 regarding managerial remuneration amounting to Rs 48,825 thousand for the current year and Rs. 4,995 thousand for the previous years paid to the directors of the Company and its subsidiaries, is subject to approval by the Central Government. Additionally, 137,500 shares issued under ESPS-2009 Scheme to one of the directors included above is further subject to the approval by the shareholders and Central Government. The subsidiaries of the Company have issued 232,644 shares to the trustees & NDTV Employee Group Trust for the benefit of the directors of the subsidiaries, subject to shareholder's and Central Government approval. Further, a subsidiary of the Company has allotted 196,154 shares to a director, subject to Central Government approval.*
In the event that the Central Government approval is not received, these amounts are to be refunded by such directors. This would then result in the Profit after Taxation for the year to be Rs. 1,477,427 thousand (as against the reported figure of Rs.1,430,065 thousand), debit balance of Profit and Loss Account to be Rs. 253,544 thousand (as against the reported figure of Rs.305,900 thousand), Net Current Assets to be Rs.2,314,829 thousand (as against the reported figure of Rs.2,307,022 thousand), Employee Stock Options Outstanding to be Rs.180,752 thousand (as against the reported figure of Rs.138,000 thousand).
6. On the basis of the information and explanations given to us and on consideration of the separate audit reports of individual audited financial statements of New Delhi Television Limited and its aforesaid subsidiaries, read with our comments in paragraph 4 above and subject to our comments in paragraph 5 above in our opinion, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the consolidated Balance Sheet, of the consolidated state of affairs of New Delhi Television Limited and its subsidiaries as at March 31, 2009;
 - (ii) in the case of the consolidated Profit and Loss Account, of the consolidated results of operations of New Delhi Television Limited and its subsidiaries for the year ended on that date; and
 - (iii) in the case of the consolidated Cash Flow Statement, of the consolidated cash flows of New Delhi Television Limited and its subsidiaries for the year ended on that date.

Kaushik Dutta
Partner
Membership Number: F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Place : New Delhi
Dated : April 30, 2009

New Delhi Television Limited

Consolidated Balance Sheet as at March 31, 2009

	Schedule	As at March 31, 2009		As at March 31, 2008	
		Amount (Rs.)		Amount (Rs.)	
Sources of Funds					
Shareholders' Funds					
Capital	1	250,852,368		250,325,868	
Employee Stock Options Outstanding	2	138,000,386		337,244,723	
Reserves & Surplus	3	<u>2,669,417,669</u>	3,058,270,423	<u>2,482,403,333</u>	3,069,973,924
Minority Interest			115,496,266		123,895,968
Secured Loan	4		1,141,548,637		801,554,817
Unsecured Loan	5		<u>5,905,714,648</u>		<u>4,118,327,208</u>
			<u>10,221,029,974</u>		<u>8,113,751,917</u>
Application of Funds					
Fixed Assets					
Gross Block	6	3,714,683,905		2,849,252,087	
Less : Depreciation		<u>1,220,960,074</u>		<u>1,069,261,620</u>	
Net Block		2,493,723,831		1,779,990,467	
Capital Work in Progress		<u>36,566,640</u>		<u>282,364,148</u>	
			2,530,290,471		2,062,354,615
Deferred Tax Asset (Net) (Note A-14 & B-14 on Schedule-22)			128,696,094		63,649,791
Investments	7		4,780,201,860		322,050,430
Current Assets, Loans and Advances					
Inventories	8	732,195,199		190,593,927	
Sundry Debtors	9	1,632,898,781		1,639,302,176	
Cash and Bank Balances	10	1,090,444,863		2,581,245,754	
Other Current Assets , Loans and Advances	11	<u>1,519,977,953</u>		<u>1,014,786,787</u>	
		4,975,516,796		5,425,928,644	
Less : Current Liabilities and Provisions					
Current Liabilities	12	2,556,978,088		1,579,478,857	
Provisions	13	<u>111,516,263</u>		<u>90,735,409</u>	
		2,668,494,351		1,670,214,266	
Net Current Assets			2,307,022,445		3,755,714,378
Profit and Loss Account			305,900,613		1,735,966,052
Miscellaneous Expenditure	14		<u>168,918,491</u>		<u>174,016,651</u>
Significant Accounting Policies and Notes to the Accounts	22		<u>10,221,029,974</u>		<u>8,113,751,917</u>

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

The schedules referred to above form an integral part of the Consolidated Balance Sheet

Kaushik Dutta
Partner

Membership Number F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Place : New Delhi
Date : April 30, 2009

For and on behalf of the Board

Dr. Prannoy Roy
Chairman

Radhika Roy
Managing Director

K V L Narayan Rao
CEO and Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

New Delhi Television Limited

Consolidated Profit and Loss Account for the year ended March 31, 2009

	Schedule	For the year ended March 31, 2009 Amount (Rs.)		For the year ended March 31, 2008 Amount (Rs.)
Income				
Business Income				
– Advertising Revenue	15	3,882,573,602		3,180,927,366
– Other	16	1,040,652,609		480,415,269
Other Income	17	173,745,729		218,057,932
		<u>5,096,971,940</u>		<u>3,879,400,567</u>
Expenditure				
Production Expenses	18	3,138,235,138		1,204,955,515
Personnel Expenses				
– Salaries & Other Benefits	19	2,221,360,466	1,465,117,280	
– Sales Incentives		<u>130,782,329</u>	<u>102,577,135</u>	
Operations & Administration Expenses	20	1,690,989,352		1,011,410,563
Marketing, Distribution & Promotion Expenses		2,277,254,396		1,255,981,577
Miscellaneous Expenditure Written Off		–		17,204
		<u>9,458,621,681</u>		<u>5,040,059,274</u>
Profit Before Interest, Depreciation, Tax and Employee Stock Compensation Expense		(4,361,649,741)		(1,160,658,707)
Interest and Financial Charges	21	529,853,574		241,888,954
Depreciation	6	308,613,736		230,875,096
Profit Before Tax, Employee Stock Compensation Expense, Share Of Minority and Share In Profit Of Associate		(5,200,117,051)		(1,633,422,757)
Employee Stock Compensation Expense / (Write Back) (Note B-8 & 9 Schedule 22)		(12,856,069)		134,993,278
Tax Expense				
– Current Tax		227,722	39,043,771	
– Tax for Earlier Years written back		2,165,081	33,156	
– Deferred Tax (Note B-14 on Schedule 22)		(65,046,303)	17,941,011	
– Fringe Benefits Tax		<u>102,438,122</u>	<u>31,226,006</u>	<u>88,243,944</u>
Net Profit/ (Loss) After Tax Before Share of Minority and Share In Profit/(Loss) Of Associate		(5,227,045,604)		(1,856,659,979)
Share of Minority (Note B-2 on Schedule 22)		(145,326,973)		(2,114,983)
Exceptional gain on dilution in stake in a subsidiary (Note B-4 on Schedule 22)		6,425,422,169		–
Share In Profit/(Loss) of Associate		86,361,901		(31,333,196)
Net Profit/(Loss) After Tax		1,430,065,439		(1,885,878,192)
Previous Year Balance Brought Forward		(1,735,966,052)		208,533,685
Amount available for appropriations		(305,900,613)		(1,677,344,507)
Appropriations				
Proposed Dividend		–		50,106,043
Corporate Dividend Tax		–		8,515,502
Profit Carried Forward		(305,900,613)		(1,735,966,052)
		<u>(305,900,613)</u>		<u>(1,677,344,507)</u>
Earnings Per Share - Basic and Diluted				
(Note A-15 & B-18 on Schedule 22)				
– Basic		22.83		(30.16)
– Diluted		22.15		(30.16)
Significant Accounting Policies and Notes to the Accounts	22			

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

The schedules referred to above form an integral part of the Consolidated Profit & Loss Account

For and on behalf of the Board

Kaushik Dutta
Partner
Membership Number F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

Dr. Prannoy Roy
Chairman

Radhika Roy
Managing Director

K V L Narayan Rao
CEO and Director

Place : New Delhi
Date : April 30, 2009

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

New Delhi Television Limited**Consolidated Cash flow statement for the year ended March 31, 2009**

	For the year ended March 31, 2009 Amount (Rs.)	For the year ended March 31, 2008 Amount (Rs.)
A. Cash flow from operating activities:		
Net (loss)/profit before tax, share of minority and share in profit of associate but after Employee Stock Compensation Expense	(5,187,260,982)	(1,768,416,035)
Adjustments for:		
Depreciation	308,613,736	230,875,096
Interest Expense	529,853,574	241,888,954
Interest Income	(133,385,884)	(175,413,046)
Employee Stock Compensation Expense	(12,856,069)	134,993,278
(Profit)/Loss on Fixed Assets sold / Assets written off	51,304,894	(1,114,782)
Bad Debts / Doubtful Advances Written off	48,909,535	3,113,824
Provision for Bad & Doubtful Debts/Advances	96,357,203	7,542,111
Liability no longer required written back	(23,312,955)	(5,532,501)
Provision for Gratuity, Leave Encashment & Employee Benefits	83,777,105	4,759,775
Barter Income	(196,537,180)	(171,755,266)
Barter Expenditure	128,913,770	119,486,031
Tax Deducted at Source on Service Income	(207,875,144)	(145,522,808)
Miscellaneous Expenditure Written Off	-	35,704,378
Diminution in the value of Investment	39,565,125	-
Operating profit before working capital changes	(4,473,933,272)	(1,489,390,991)
Adjustments for changes in working capital :		
- (Increase)/Decrease in Sundry Debtors	(138,863,343)	(589,162,127)
- (Increase)/Decrease in Other Receivables	(226,035,298)	(363,788,094)
- (Increase)/Decrease in Inventories	(541,601,272)	(167,500,560)
- Increase/(Decrease) in Trade and Other Payables	993,812,392	1,106,675,771
Cash generated from operations	(4,386,620,793)	(1,503,166,001)
- Taxes (Paid) / Received (Net of TDS)	-	4,122,198
- Fringe Benefit Tax (Paid)/ Received	(172,115,838)	(43,284,890)
Net cash used in operating activities	(4,558,736,631)	(1,542,328,693)
B. Cash flow from Investing activities:		
Purchase of fixed assets	(580,312,630)	(880,449,371)
Proceeds from sale of fixed assets	14,814,883	2,897,376
Miscellaneous expenditure incurred	-	(209,721,029)
Interest received (Revenue)	168,832,615	117,100,308
Refund of Share Application Money	85,145,310	100,000,000
Purchase of investments	(4,244,314,964)	(322,050,430)
Net cash used in investing activities	(4,555,834,786)	(1,192,223,146)
C. Cash flow from financing activities:		
Proceeds from fresh issue of Share Capital	526,500	497,840
Proceeds from Minority	136,927,271	51,994,060
Proceeds from term loan	90,000,000	221,319,577

New Delhi Television Limited**Consolidated Cash flow statement for the year ended March 31, 2009**

	For the year ended March 31, 2009 Amount (Rs.)	For the year ended March 31, 2008 Amount (Rs.)
Repayment of term loan	(45,257,171)	(6,250,000)
Repayment of Finance Lease	(237,646)	(218,307)
Interest Paid on Finance Lease	(103,449)	(131,279)
Proceeds from Issue of Step Up Coupon Convertible Bonds due 2012	–	4,050,916,500
Proceeds from Intercompany loan	308,075,338	–
Proceeds from Secured WC loan	295,034,180	411,195,445
Proceeds from unsecured loan	348,680,565	128,327,208
Gain in Dillution in stake of Subsidiary (Note B-4 on Schedule 22)	6,425,422,169	
Interest Paid	(487,545,612)	(187,214,717)
Dividend Paid	(50,065,174)	(50,006,475)
Dividend Tax Paid	(8,508,576)	(8,498,581)
Net cash generated/ (used) in financing activities	7,012,948,395	4,611,931,271
Net Increase/(Decrease) in Cash & Cash Equivalents	(2,101,623,022)	1,877,379,432
Opening Cash and cash equivalents	2,581,245,754	807,598,685
Closing Cash and cash equivalents ⁴	479,622,732	2,684,978,117
Cash and cash equivalents comprise ⁴		
Cash in hand	2,643,004	3,413,473
Balance with Current and Deposit accounts	1,087,801,859	2,577,832,281
	1,090,444,863	2,581,245,754
Unrealised Foreign exchange (Gain/ (Loss))	(610,822,131)	103,732,363
Closing Cash and cash equivalents ⁴	479,622,732	2,684,978,117

Notes :

- The above Cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
- Figures in brackets indicate cash outgo.
- Following non cash transactions have not been considered in the cash flow statement.
 - Tax deducted at source (on income)
 - Barter Transactions
- Includes fixed deposits under lien Rs.5,582,000 (Previous year Rs. 23,635,000) against letter of credit issued and Rs 20,513,000 (Previous Year Rs. 12,160,500) pledged against bank guarantees.
- Previous year's figures have been regrouped or reclassified wherever necessary to conform to current year's grouping and classification.

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

Kaushik Dutta
Partner
Membership Number F-88540
For and on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Dr. Prannoy Roy
Chairman

Radhika Roy
Managing Director

K V L Narayan Rao
CEO and Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

Place : New Delhi
Date : April 30, 2009

New Delhi Television Limited**Schedules to the Consolidated Balance Sheet**

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 1		
Capital		
Authorised :		
87,500,000 (Previous Year 87,500,000) Equity Shares of Rs.4/- each	<u>350,000,000</u>	<u>350,000,000</u>
Issued^{1(a)} :		
64,477,517 (Previous Year 62,581,467) Equity Shares of Rs 4/- each	<u>257,910,068</u>	<u>250,325,868</u>
Subscribed & Paid Up^{1 (b,c,d & e)} :		
62,713,092 (Previous Year 62,581,467) Equity Shares of Rs.4/- each	<u>250,852,368</u>	<u>250,325,868</u>
	<u>250,852,368</u>	<u>250,325,868</u>

¹ Out of the above:

- (a) Includes 1,764,425 (Previous Year- Nil) Equity shares of Rs. 4/- each issued but not yet subscribed pursuant to Employee Stock Purchase Scheme 2009 (ESPS-2009) (Refer Note B-9 (b) on schedule 22).
- (b) 7,509,870 (Previous Year - 7,509,870) Equity Shares of Rs. 4/- each were allotted as fully paid up by way of Bonus Shares by capitalisation of Profits and Revaluation Reserve.
- (c) 33,651,690 (Previous Year -33,651,690) Equity Shares of Rs 4/- each were allotted as fully paid up by way of Bonus Shares by capitalisation of Securities Premium.
- (d) 9,077,528 (Previous Year -9,077,528) Equity Shares of Rs 4/-each were allotted as fully paid up pursuant to a contract without payment being received in cash.
- (e) 1,910,460 (Previous Year- 1,778,835) Equity shares 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 (Note B-9(a) on Schedule 22)

Schedule - 2**Employee Stock Options Outstanding**

(Note B-9 (a & b) on Schedule 22)

Employee Stock Options outstanding under ESOP-2004	1,032,525		470,882,151	
Less: Deferred Employee Compensation Expense	<u>39,740</u>	992,785	<u>133,637,428</u>	337,244,723
Employee Stock Purchase outstanding under ESPS-2009		<u>137,007,601</u>		-
		<u>138,000,386</u>		<u>337,244,723</u>

New Delhi Television Limited

Schedules to the Consolidated Balance Sheet

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 3		
Reserves & Surplus		
Securities Premium Account		
Opening Balance	2,477,090,615	2,447,250,073
Additions during the year ¹	<u>186,711,158</u>	<u>29,840,542</u>
Closing Balance	2,663,801,773	2,477,090,615
General Reserve	52,701,570	52,701,570
Capital Reserve ²	205,780	205,780
Revaluation Reserve		
(Note B-24 on Schedule 22)	229,639,357	–
Currency Translation Reserve		
(Note A-13 on schedule 22)	<u>(276,930,811)</u>	<u>(47,594,632)</u>
	<u>2,669,417,669</u>	<u>2,482,403,333</u>

¹ On exercise/allotment of employee stock options/ shares (Note A-12 & B-4,5,7,8 & 9 on schedule 22)

² Being excess of the Company's share in the net assets in NDTV News Limited over its investments as at the date of acquisition.

Schedule - 4

Secured Loans

From a Bank		
– Term Loans ^{1,3,4}	335,043,406	290,300,577
– Working Capital Loan ^{2,3}	805,746,849	510,712,669
– Finance Lease Liability	<u>758,382</u>	<u>541,571</u>
	<u>1,141,548,637</u>	<u>801,554,817</u>

¹ Out of the above:

- Rs 113,834,192 (Previous year Rs. 133,700,577)secured by the hypothecation of specific Plant and machinery acquired / to be acquired against the aforesaid loan and also against existing plant and machinery of the Company.
- Rs 221,209,215 (Previous year Rs. 156,600,000) secured by charge created/to be created on building and other assets acquired against the aforesaid loan.

² Secured by way of charge created on all current and future book-debts of the Company. The loan is also collaterally secured by the hypothecation of Plant and machinery acquired / to be acquired by the Company.

³ Further the loans are secured by way of charge created over the specified properties of the Company situated at New Delhi and Mumbai.

⁴ Term loans repayable within a year Rs 79,415,436 (Previous year Rs.101,670,000)

Schedule - 5

Unsecured Loans

From a Bank		
– Working Capital Loan	477,007,773	128,327,208
Others		
– Step Up Coupon Convertible Bonds due 2012 (Note B-6 on Schedule 22)	5,095,000,000	3,990,000,000
– From Associate Company	331,206,875	–
– 12.25% Optionally Convertible Debentures to a Company	<u>2,500,000</u>	<u>–</u>
	<u>5,905,714,648</u>	<u>4,118,327,208</u>

New Delhi Television Limited

Schedules to the Consolidated Accounts

Schedule - 6 Fixed Assets

(Refer Note A-4,5,6,7 & 8 and B-24 on schedule 22)

Particulars	Gross Block				Depreciation				Net Block		
	As at April 01, 2008	Additions During the Year	Additions during the year on accounts of Revaluation	Deletion/ Adjustments ⁶	As at March 31, 2009	As at April 01, 2008	Provided During the Year	On Deletions/ Adjustments ⁸	Upto March 31, 2009	As at March 31, 2009	As at March 31, 2008
Goodwill	4,589,985	-	-	-	4,589,985	-	-	-	-	4,589,985	4,589,985
Intangible assets											
Website	21,379,236	-	-	-	21,379,236	21,379,236	-	-	21,379,236	-	-
Computer Software	46,339,993	49,676,756	-	-	96,016,749	10,114,284	10,740,717	-	20,855,001	75,161,748	36,225,709
Technical Knowhow	1,500,000	-	-	-	1,500,000	1,272,950	227,050	-	1,500,000	-	227,050
Tangible assets											
Land ⁶	-	181,132,259	51,894,352	-	233,026,611	-	-	-	-	233,026,611	-
Leasehold Land	-	239,331,055	22,646,820	-	261,977,875	-	3,287,875	-	3,287,875	258,690,000	-
Building ^{6,7}	92,074,903	17,069,541	155,098,185	-	264,242,629	14,046,264	2,298,151	-	16,344,415	247,898,214	78,028,639
Plant & Machinery	-	-	-	-	-	-	-	-	-	-	-
Plant & Machinery (Main) ¹	1,775,135,592	164,098,044	-	182,843,025	1,756,390,611	685,275,251	158,634,552	128,781,668	715,128,135	1,041,262,476	1,089,860,341
Plant & Machinery (Other)	90,087,529	16,853,597	-	1,352,064	105,589,062	33,904,505	9,219,861	1,284,461	41,839,905	63,749,157	56,183,024
Computers	251,896,776	65,078,979	-	15,437,128	301,538,627	124,840,368	40,167,655	15,433,400	149,574,623	151,964,004	127,056,408
Office Equipment ²	61,891,254	20,015,914	-	887,344	81,019,824	28,160,074	12,441,661	318,659	40,283,076	40,736,748	33,731,180
Furniture & Fixtures	255,501,372	66,555,667	-	73,279	321,983,760	68,682,994	32,739,648	67,962	101,354,680	220,629,080	186,818,378
Vehicles ³	228,204,780	38,561,113	-	22,442,139	244,323,754	76,238,966	37,469,775	11,029,132	102,679,609	141,644,145	151,965,814
Vehicles -Leased	650,667	454,515	-	-	1,105,182	135,556	269,138	-	404,694	700,488	515,111
Helicopter ⁴	20,000,000	-	-	-	20,000,000	5,211,172	1,117,653	-	6,328,825	13,671,175	14,788,828
TOTAL	2,849,252,087	856,827,440	229,639,357	223,034,979	3,714,683,905	1,069,261,620	308,613,736	156,915,282	1,220,960,074	2,493,723,831	1,779,990,467
Previous Year	2,103,210,765	756,322,306	-	10,280,985	2,849,252,087	846,884,914	230,875,096	8,498,391	1,069,261,620	1,779,990,467	
Capital Work in Progress										36,566,640	282,364,148

¹ Gross Block includes assets aggregating Rs. 1,584,057 (Previous Year Rs.Nil) purchased under barter arrangements during the year.

² Gross Block includes assets aggregating Rs. Nil (Previous Year Rs.1,320,003) purchased under barter arrangements during the year.

³ Gross Block includes assets aggregating Rs. 23,788,735 (Previous Year Rs. 5,167,119) purchased under barter arrangements during the year.

⁴ Title and ownership is as confirmed by Deccan Aviation Limited.

⁵ Includes an amount of Rs. 6,954,769 (Previous Year Rs. 270,484,770) towards Capital Advances.

⁶ Legal title yet to be transferred in respect of one of the premises of the company having gross block value of Rs 290,000,000 as at March 31/2009

⁷ Building as at April 1,2008 includes land appurtenant to the building acquired.

⁸ Includes obsolete assets written off during the year, gross value amounting to Rs. 180,525,699 and accumulated depreciation amounting to Rs. 139,214,290.

New Delhi Television Limited**Schedules to the Consolidated Balance Sheet**

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 7		
Investments		
(Note A-16 Schedule 22)		
(Long Term, Trade, Unquoted, at Cost)		
Associate Company		
Astro Awani Network Limited		
- 2,12,500 (Previous Year 2,12,500) Equity Shares of USD 1/- each fully paid up (Goodwill on acquisition Rs. 80,877,697)	-	31,333,196
Less: Share of (Loss)/Profit	-	(31,333,196)
NDTV Studios Limited		
- 61,250 (Previous Year Nil) Equity Shares of Rs.4 each fully paid up	245,000	-
- 38,759,695 (Previous Year Nil) Compulsory Convertible Preference Share (CCPS) of Rs.10 each fully paid up	3,875,969,500	-
Add: Share of (Loss)/Profit	86,361,901	-
NDTV (Mauritius) Multimedia Limited		
- 55,000 (Previous Year Nil) Compulsory Convertible Preference Share (CCPS) of USD 1 each fully paid up	226,950,000	-
Others		
South Asia FM Limited		
- 5,109,943 (Previous year 5,109,943) Equity Shares of Rs.10 each fully paid up	51,099,430	51,099,430
Emaar MGF Land Limited ^{1, 2}		
- 362,318 (Previous Year Nil) Equity Shares of Rs. 10/- each fully paid up	125,289,565	-
- Share Application Money	-	250,000,000
Jai Prakash Power Ventures Limited		
- 897,473 (Previous Year Nil) Equity Shares of Rs -10/- each Fully Paid Up	210,008,682	-
Delhi Stock Exchange		
- 299,300 (Previous year 299,300) Equity Shares of Rs -1/- each Fully Paid Up	20,951,000	20,951,000
Templeton India Liquid Plus-Dividend reinvestment (18,266,207 Unit (Previous Nil)	180,326,782	-
SBI Magnum Balance Fund - Growth (35,475.375 units (Previous year Nil)	3,000,000	-
	4,780,201,860	322,050,430

¹ Net of provision of Rs 39,565,125 made for the diminution in the value

² During the year Rs. 85,145,310 was refunded and shares were allotted for the balance Rs.164,854,690

New Delhi Television Limited**Schedules to the Consolidated Balance Sheet**

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 8		
Inventories		
(Note A-10 on Schedule 22)		
Stores & Spares	2,746,101	1,440,511
Video Tapes	2,540,005	1,592,802
Programmes under production and finished programmes	534,477,267	148,816,351
Film Rights	192,431,826	38,744,263
	<u>732,195,199</u>	<u>190,593,927</u>

Schedule - 9**Sundry Debtors**

(Unsecured, Considered Good unless otherwise stated)

Debts Outstanding for a period exceeding six months

Considered good	100,171,299		189,269,380	
Considered doubtful	77,378,521	177,549,820	22,447,235	211,716,615

Other Debts

Considered good		1,532,727,482		1,450,032,796
-----------------	--	---------------	--	---------------

1,710,277,302**1,661,749,411**

Less: Provision for Doubtful Debts

(77,378,521)(22,447,235)**1,632,898,781****1,639,302,176****Schedule - 10****Cash and Bank Balances**

Cash In Hand		2,643,004		3,413,473
Balance With Banks on				
– Current Accounts		297,184,143		185,536,609
– EEFC Accounts		1,681,885		1,610,748
– Fixed Deposits ¹		788,935,831		2,390,684,924
		<u>1,090,444,863</u>		<u>2,581,245,754</u>

¹ Includes fixed deposits under lien Rs 5,582,000 (Previous Year Rs 23,635,000) against letters of credit issued and Rs 20,513,000 (Previous Year Rs. 12,160,500) pledged against bank guarantees.

Schedule - 11**Other Current Assets, Loans and Advances**

(Unsecured, Considered Good unless otherwise stated)

Advances recoverable in cash or kind or for value to be received¹

Unsecured, Considered Good	377,311,338		379,565,120	
Considered doubtful	40,000,000	417,311,338	4,000,000	383,565,120
Less: Provision for Doubtful Advances		<u>(40,000,000)</u>		<u>(4,000,000)</u>

377,311,338

379,565,120

Security Deposits

178,016,632

156,018,117

Interest Accrued But Not Due

13,644,561

52,914,107

Prepaid Expenses

128,598,661

124,611,378

Loan to a company

48,700,570

48,700,570

Advance Income Tax {Net of Provision for

Income Tax of Rs 104,100,643 (Previous Year

Rs 101,667,678)} (Note A-14 on schedule 22)

439,338,637

230,033,481

Balance due from Government authority

332,767,263

22,944,014

Advance Fringe Benefit Tax {(Net of provision of

Fringe Benefit Tax Tax of Rs 268,116,525

(Previous Year Rs.87,932,921)}

1,600,291

–

1,519,977,953**1,014,786,787**

¹ Includes Rs.70,303,622 (net of liabilities of Rs 54,144,491) on account of barter transactions {(Previous Year Rs 51,930,681 (net of liabilities ofRs 46,526,078))}

New Delhi Television Limited**Schedules to the Consolidated Balance Sheet**

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Schedule - 12		
Current Liabilities		
Sundry Creditors	1,802,959,999	1,139,708,602
Other Liabilities	265,758,864	171,495,383
Advances from Customers	415,160,836	268,274,872
Book Overdraft	73,098,389	–
	<u>2,556,978,088</u>	<u>1,579,478,857</u>
Schedule - 13		
Provisions		
Provision For Gratuity & Employee Benefits (Note A-11 and B-21 on Schedule 22)	111,099,263	27,598,000
Provision for Leave Encashment (Note B-21 on Schedule 22)	417,000	141,158
Proposed Dividend	–	50,065,174
Corporate Dividend Tax	–	8,508,576
Provision for Fringe Benefit Tax {Net of advance tax of Rs 269,716,816 (Previous Year Rs 83,510,420)}	–	4,422,501
	<u>111,516,263</u>	<u>90,735,409</u>
Schedule - 14		
Miscellaneous Expenditure		
(To the extent not written off or adjusted)		
Issue expenditure of Step up Coupon Convertible Bonds due 2012 (Note B-6 on Schedule 22)		–
Opening Balance	174,016,651	
Additions during the year ¹	(47,922,768)	209,703,825
Less: Amortised during the year ²	42,824,608	35,687,174
Closing Balance	<u>168,918,491</u>	<u>174,016,651</u>
	<u>168,918,491</u>	<u>174,016,651</u>
¹ Reinstatement		
² Included in Interest and Financial Charges		

New Delhi Television Limited**Schedules to the Consolidated Profit and Loss Account**

	For the Year ended March 31, 2009 Amount (Rs.)	For the Year ended March 31, 2008 Amount (Rs.)
Schedule - 15		
Advertising Revenue		
Sales	3,807,057,393	3,183,756,149
Barter Sales	196,537,180	171,755,266
Less: Barter Expenses	<u>(121,020,971)</u>	<u>(119,486,031)</u>
Less : Commission payable	–	52,269,235
	<u>3,882,573,602</u>	<u>3,180,927,366</u>
Schedule - 16		
Other Business Income		
Sales of Television Software	2,558,579	4,709,847
Other News Delivery Avenues	89,359,167	55,503,708
Equipment Hire	8,005,239	6,698,153
Subscription Revenue	366,953,776	258,859,950
Sale of Programme and Movies	66,816,689	–
Syndication Revenue	105,726,134	–
Other Business Income	<u>401,233,025</u>	<u>154,643,611</u>
	<u>1,040,652,609</u>	<u>480,415,269</u>
Schedule - 17		
Other Income		
Interest earned:		
– On Fixed Deposits {Gross of tax deducted at source Rs 3,822,815 (Previous Year Rs 1,764,985)}	127,406,348	169,068,538
– On Income Tax Refund	–	5,809,363
– On Others	5,979,536	535,145
Profit on Sale of Fixed Assets	–	1,114,782
Foreign Exchange Fluctuation - net	–	3,619,305
Gain/(loss) on forward contracts	–	26,137,500
Liabilities No Longer Required Witten Back	23,312,955	5,532,501
Miscellaneous Income	<u>17,046,890</u>	<u>6,240,798</u>
	<u>173,745,729</u>	<u>218,057,932</u>
Schedule - 18		
Production Expenses		
Consultancy & Professional Fee	255,472,594	180,235,738
Hire Charges	25,355,922	21,033,998
Graphic, Music And Editing	89,630,262	15,321,653
Video Cassettes	20,674,707	13,918,599
Subscription , Footage & News Service	102,332,564	69,932,863
Software Expenses	34,511,202	8,055,696
Transmission & Uplinking	213,808,389	148,510,920
Sets Construction	9,971,625	6,148,051
Panelist Fee	3,725,974	5,128,242
Website Hosting & Streaming	56,300,667	31,126,621
Helicopter Running & Maintenance	8,668,526	9,865,962
Travelling ¹	178,246,073	161,312,783
Stores & Spares	15,188,768	26,732,812
On Air Promos	38,022,278	43,572,374
Programme Production (Note A-10 on Schedule 22)	1,880,402,516	25,384,492
Other Production	<u>205,923,071</u>	<u>438,674,711</u>
	<u>3,138,235,138</u>	<u>1,204,955,515</u>

¹ Includes Barter Expenses of Rs.4,784,841 (Previous Year Rs.Nil)

New Delhi Television Limited

Schedules to the Consolidated Profit and Loss Account

	For the Year ended March 31, 2009 Amount (Rs.)	For the Year ended March 31, 2008 Amount (Rs.)
Schedule - 19		
Personnel Expenses		
Salary, Wages & Other Benefits	2,082,654,597	1,360,347,947
Contribution to Provident Fund & Other Funds	100,845,047	74,808,761
Staff Welfare	37,860,822	29,960,572
	2,221,360,466	1,465,117,280
Schedule - 20		
Operations & Administration Expenses		
Rent (Note B-19 on Schedule 22)	294,772,097	178,245,794
Rates and taxes	51,583,020	33,058,201
Electricity and water	70,562,712	48,299,565
Bank charges	7,237,043	7,238,004
Printing and stationery	14,297,290	19,391,401
Postage and courier	9,344,348	6,511,268
Books, periodicals and news papers	58,520,397	44,638,904
Local conveyance & taxi hire	152,234,562	84,744,979
Business promotion	50,923,975	40,000,351
Repair and Maintenance		
– Plant & Machinery	42,327,845	32,208,513
– Building	56,143,272	38,236,650
Charity and donations	1,435,237	1,269,311
Insurance	34,576,233	18,787,216
Communication ¹	104,909,591	70,752,451
Vehicle	55,119,317	51,346,591
Medical	22,017,086	14,919,591
Generator hire and running	9,813,492	4,806,383
Security	14,693,357	10,119,218
Staff training	4,984,548	5,593,260
Provision for doubtful debts / advances	96,357,203	7,542,111
Bad Debts & doubtful advances written off	48,909,535	3,113,824
Legal & Professional	324,577,699	240,393,357
Loss on Sale of Fixed Assets /Asset Written off	51,304,894	–
Provision for diminution of Investment	39,565,125	–
Foreign Exchange loss - Net	7,285,108	–
Subscription Expenses	885,341	1,397,132
Brokerage & Commission	2,043,949	–
Miscellaneous	64,565,076	48,796,488
	1,690,989,352	1,011,410,563

¹ Includes Barter Expenses of Rs.3,107,958 (Previous Year Rs.Nil)

Schedule - 21

Interest and Financial Charges

Interest on :

– Term Loans (including amortisation of issue expenditure on Coupon Convertible Bonds due 2012 convertible into ordinary shares of NDTV Networks plc)	416,812,274	222,246,790
– Others	113,041,300	19,642,164
	529,853,574	241,888,954

New Delhi Television Limited - Consolidated Schedules to the Accounts

Schedule - 22

A. Significant Accounting Policies

1. Basis of Presentation and principles of consolidation

- (a) The Consolidated Financial Statements (CFS) of the company are prepared and presented under the historical cost convention on an accrual basis in accordance with the accounting principles generally accepted in India and 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.

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis and prepares its accounts on a going concern basis (Refer Note B-10).

- (b) The CFS are prepared after the elimination of all inter-company accounts and transactions in accordance with AS-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 Consolidated Financial Statements 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 Consolidated Financial Statements 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.
- (e) 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.
- (f) 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.

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.

Associates

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

3. Use of Estimates

In preparing the Consolidated 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; it is probable that outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

4. Tangible Fixed Assets

Tangible Fixed assets except as stated 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.

Buildings have been stated at an amount inclusive of appreciation arising on revaluation carried out by an independent valuer as at March 31, 2009. The methods adopted for revaluation of the assets are 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.

5. Intangibles

Intangible assets are recognised if they are separately identifiable and the Group 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.

6. Depreciation

Depreciation on fixed assets including intangibles 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 pro-rata basis. In case of Plant and machinery where the aggregate actual cost of individual items of plant and machinery costing Rs. 5,000 or less constitutes more than 10 per cent of the total actual cost of plant and machinery, rates of depreciation is applicable based on the useful lives as estimated by the management.

The management's estimates of useful lives for various fixed assets are given below:

Asset Head	Useful Life (years)
Tangible assets	
Buildings	40
Plant and Machinery	5-12
Computers	3-6
Office equipment	3-5
Furniture and Fixtures	5-9
Vehicles	6
Helicopter	17
Intangible assets	
Computer Software	6
Website	6
Technical Know-how	5

Leasehold land are 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 of the Companies Act, 1956 after considering the impact of shift workings.

7. Impairment of Assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An 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.

8. Leases

Assets taken under leases, where the Group 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 acquired 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 straight-line basis over the lease term.

9. Revenue Recognition

Advertisement revenue from broadcasting is recognised net off agency commission when the advertisements are displayed.

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 to or made available 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.

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

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.

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

Revenue from other services is recognised as per the terms of the agreement, as the services are rendered and no significant uncertainty exists regarding the amount of consideration.

10. Inventories

Stores and Spares

Stores and spares consist of blank videotapes 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 videotapes, are written off in the books at the time of their purchase. Betacam and DVC videotapes are written off on issue to production.

Programmes / Film Rights

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) less amortised/ impairment cost or net realisable value.

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

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.

With respect to programmes in which rights vest in entirety and in perpetuity, the Group records at inception, a nominal value of the cost of the programme as terminal value, which is charged off not later than the expiry of five years.

Films Rights:

Inventories in respect of broadcast rights for acquired films are stated at lower of cost (cost includes acquisition cost, production cost, direct production overheads, development cost) less amortised/impairment cost or net realisable value.

Costs are amortised in the proportion to management's estimate of total gross revenues expected to be received over the license period but not exceeding five years from the commencement of rights.

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.

11. Employment Benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the 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 long term defined benefit schemes of gratuity on the basis of actuarial valuation on the Balance Sheet date based on the Projected Unit Credit Method. In the Group, NDTV ('The Company') and NDTV Media Limited fund the benefits through annual contributions to Life Insurance Corporation of India (LIC) and Tata AIG respectively. Under the scheme, insurers assume the obligation to settle the gratuity payment to the employees to the extent of the funding including accumulated interest. The actuarial valuation of the liability towards the Gratuity 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 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 increases, etc affecting the valuation. The Group recognises the actuarial gains and losses in the Profit & Loss account 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.

12. 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 of 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 recognised as deferred stock compensation expense and is amortised over the vesting period as per generally accepted accounting principles in India.

13. 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 rate prevailing on the date of transaction.

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

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

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

14. 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 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.

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.

16. 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.

17. 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 whether used for business purposes or service and/or makes an investment in a customer and at the same time negotiates a contract for sale of advertising to the customer. 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. In determining the fair value, the Company refers to independent appraisals (where available), historical transactions or comparable cash transactions.

18. Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of a qualifying asset is capitalised as part of the asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

B. Notes to Accounts

1. New Delhi Television Limited "the Company" was incorporated under the laws of India on September 8, 1988.
2. 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, 2009 (Directly or Indirectly)	Shareholding as on March 31, 2008 (Directly or Indirectly)
SUBSIDIARIES				
1. NDTV Media Limited (NDTVM)	India	November 13, 2002	74%	75.2%
2. NDTV News Limited (NDTVN)	India	May 23, 1994	100%	100%
3. NDTV One Holdings Limited	Mauritius	April 24, 2008	100%	N.A.
4. NDTV Two Holdings Limited	Mauritius	April 24, 2008	100%	N.A.
5. NDTV Three Holdings Limited	Mauritius	May 7, 2008	100%	N.A.
6. NDTV (Mauritius) Media Limited (NDTV (Mauritius) Media)	Mauritius	August 29, 2008	100%	N.A.
7. NDTV Four Holdings AB	Sweden	May 9, 2008	100%	N.A.
8. NDTV Networks BV (NNBV)	Netherlands	January 9, 2008	100%	100%
9. NDTV Networks International Holding BV (NNIH)	Netherlands	April 10, 2008	68.6% held by NNBV	N.A.
10. NDTV BV (Formerly NDTV Networks BV)	Netherlands	December 28, 2006	90% held by NNIH	100%
11. NDTV Networks Plc (NNPLC)	United Kingdom	November 30, 2006	92% held by NDTV BV	100%
12. NDTV Imagine Limited (NDTV Imagine)	India	May 21, 2006	72.5% held by NNPLC	82.05%
13. NDTV Labs Limited (NDTV Labs)	India	December 13, 2006	92.0% held by NNPLC	100%
14. NDTV Convergence Limited (NDTV Convergence)	India	December 13, 2006	75.0% held by NNPLC 17% held by Company	83% held by NNPLC 17% held by Company
15. NDTV Lifestyle Limited (NDTV Lifestyle)	India	December 13, 2006	92% held by NNPLC	100% held by NNPLC
16. Metronation Chennai Television Private Limited (Metronation Chennai)	India	October 17, 2007	51%	51%
17. Imagine Showbiz Limited (Imagine Showbiz)	India	October 17, 2007	51% held by NDTV Imagine	51% held by NDTV Imagine Limited
18. Alliance Lumiere Limited (Alliance Lumiere)	India	October 17, 2007	51% held by NDTV Imagine	51% held by NDTV Imagine Limited
19. NDTV Imagine Films Limited (Imagine Films)	India	October 15, 2007	100% held by NDTV Imagine	100% held by NDTV Imagine Limited
20. NDTV Emerging Markets BV (Formerly Emerging Markets 24X7 BV) (Emerging Markets)	Netherlands	February 19, 2007	50% held by Company 50% held by NNPLC	50% held by Company 50% held by NNPLC
21. Middle East Ventures FZ LLC (Middle East)	UAE	May 6, 2008	100% held by Middle East	N.A.

Name of the Company	Country of Incorporation	Date of becoming a part of Group	Shareholding as on March 31, 2009 (Directly or Indirectly)	Shareholding as on March 31, 2008 (Directly or Indirectly)
JOINT VENTURE				
22. NGEN Media Services Private Limited (NGEN Media)	India	August 29, 2006	50% held by NNPLC	50% held by NNPLC
ASSOCIATE				
23. Astro Awani Networks Limited (Astro Awani)	Malaysia	July 4, 2006	20% held by Emerging Markets	20% held by Emerging Markets ¹
24. NDTV Studios Limited (NDTV Studios)	India	July 10, 2008	49% held by NDTV(Mauritius) Media Limited	N.A.
25. NDTV (Mauritius) Multimedia Limited	Mauritius	August 29, 2008	100% held by NDTV Studios	N.A.
26. NDTV Worldwide Mauritius Limited (Worldwide Mauritius)	Mauritius	November 28, 2008	100% held by NDTV(Mauritius) Multimedia Limited	N.A.
27. NDTV India Plus Limited	India	September 26, 2008	100% Held by NDTV Studios	N.A.
28. NDTV News 24X7 Limited	India	September 26, 2008	100% Held by NDTV Studios	N.A.
29. NDTV Business Limited	India	September 26, 2008	100% Held by NDTV Studios	N.A.
30. New Delhi Television Media Limited	India	September 26, 2008	74% Held by NDTV Studios	N.A.
31. NDTV Hindu Media Limited	India	September 26, 2008	51% Held by NDTV Studios	N.A.
32. NDTV Delhi Limited	India	September 26, 2008	100% Held by NDTV Studios	N.A.

¹ Acquired from NDTV on March 30, 2008

3. The Board of Directors at their meeting held on October 1, 2008 had approved the Scheme of Arrangement ('the Scheme') for demerger of the News businesses of the Company. Accordingly, the Company will be split into two groups of companies: one group of companies will carry out 'News and other businesses' and the other group of companies will carry out 'Entertainment and specified allied businesses'. This demerger will be carried out pursuant to Section 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956. After the demerger, for every one share currently held in the Company, a shareholder will hold one share in the holding company whose subsidiaries will carry out the 'News and other businesses' and one share in the holding company whose subsidiaries will carry out the 'Entertainment and specified allied businesses'. The Appointed Date for the Scheme has been specified as April 1, 2009. The Scheme is subject to the approval of the High Court of Delhi and the Company has filed the same with the High Court of Delhi for obtaining such approval. The meeting of the shareholders and the creditors (other than trade) of the Company held on March 24, 2009, pursuant to the orders of the Hon'ble High Court of Delhi, have approved the scheme. The final approval of the Hon'ble High Court of Delhi for the scheme is awaited.
4. Shareholders agreement dated 23 May, 2008 was entered into by the Group with Universal Studios International B.V. and NBC Universal Inc. for subscription of 915,498 shares into the said overseas subsidiary for an amount of US\$ 150 million (Rs 6,425,422 thousands) resulting in effective dilution of the Groups stake in the downstream subsidiaries from 100% to 74%.

5. During the year, the Company on September 29, 2008 through one of its overseas subsidiaries NDTV Mauritius Media Limited (NDTV Mauritius Media) has invested to acquire a 49% stake in NDTV Studios Limited (NDTV Studios), an associate of the Company. NDTV Studios is engaged in building infrastructure in the form of studios, production facilities etc. Further NDTV Mauritius Media has also invested US\$ 83.90 million (Rs. 3,875,969 thousand) in 38,759,695 12% Non Cumulative Compulsorily Convertible Preference Shares (CCPS) of Rs. 10 each at a premium of Rs. 90 per share. The CCPS are convertible at the sole option of NDTV Mauritius Media any time within 20 years as per the prevailing RBI regulations. The unutilized monies of NDTV Studios as at March 31, 2009 amounting to Rs 3,438,458 thousands have been kept with banks in deposit accounts. During the period NDTV studios has earned Rs 215,517 thousands as interest on deposits with banks. The consolidated profit and loss account of the Company includes Rs 86,361 thousands being our share in the consolidated profit of the associate including its subsidiaries.
6. On 30 May 2007, NDTV Networks Plc has raised funds by issuing \$ 100m coupon convertible bonds due 2012 (redeemable at a premium of 7.5%). In connection with this, the Company has given an undertaking to provide a corporate guarantee for and behalf of NNPLC, to repay 40% of 107.5% of the outstanding amount in the event of default by NNPLC in repayment. These bonds carry a coupon rate (net of withholding taxes) of 4% for the first year, 6% for the second year and 9% for the balance period up to maturity. The bondholders are entitled to convert according to the terms and conditions specified in the agreement that includes events such as NNPLC making a qualified IPO or a change of control. The bonds are convertible at the option of holder based on pre-determined formula, which would result in the instruments being converted into fixed number of shares. The potential dilution the Company's stake in NNPLC on conversion is likely to be between 20% to 30%.
7. NDTV Networks Plc ("NNPLC") has issued 25,575 convertible preference shares, of £0.10 each at a price of US \$ 782 (Rs 33,922) per preferred stock on 30 March 2007 to Fuse+ Media Holding LP, a wholly owned subsidiary of Velocity Interactive Group (Formerly ComVenture V.I. L.P.), together with 2,558 warrants giving entitlement to subscribe for an aggregate 2,558 "A" preferred share of £0.10 each in the capital of NNPLC at a price of US\$ 782 per share. The preferred shares can be fully converted into ordinary shares, at the option of the holder on 1:1 basis, subject to an anti-dilution clause, in which case the exchange ratio would be increased to adjust to the fair market price of the ordinary shares as on the conversion date. However the preferred shares will be converted into ordinary share automatically in the event of a successful Initial Public Offering ("IPO") of NNPLC exceeding the issue size US \$ 80 million. The preferred shares are redeemable by way of a written agreement that the holder and NNPLC may execute at any time. The "A" preferred shares are entitled to non - cumulative dividends at a rate of 6% per annum which are subject to declaration of the Board of Directors and approval of the shareholders. In case the preferred stock is totally converted, the shareholding of NNPLC would be diluted by not below 4.87%. "A" preferred share are shown under minority interest and securities premium amount.
8. NDTV Imagine has entered into a content production and creative consultant agreement with Karan Johar and Dharma Productions Private Limited wherein Karan Johar / Dharma Productions will be issued an aggregate 5% of the equity stake in the NDTV Imagine. The 5% stake would be entitled to anti-dilution protection until the IPO. Dilution on account of additional financing /IPO would be proportionate to the shareholding and would be applicable to all the shareholders.

Further, Mr Sameer Nair who is acting as the CEO of NDTV Imagine from April 2, 2007 for a period of 5 years unless terminated by either party as per the agreement entered is entitled to 17% of the fully paid up equity shares of NDTV Imagine at no cost (the "CEO shares"). The CEO would be entitled to transfer a part of the CEO shares to the core team to be appointed by the CEO, however if any of the core team members leave the organisation, the shares granted to him/her would be forfeited and revert to the CEO. The CEO shares (including the shares allotted to the core team members) would be entitled to anti-dilution protection upto a financing of US \$ 100 million until the IPO. Dilution beyond financing of US \$100 million and/or the IPO would be proportionate to the shareholding and would be applicable to all the shareholders.

During the year, the Board of Directors of NDTV Imagine on May 6, 2008 allotted additional 277,889 shares against the above CEO shares (including the shares allotted to the core team members). The fair value of the equity shares of NDTV Imagine as on the date of the allotment was Rs. 380.10 per share. The said fair value of shares allotted by the NDTV Imagine have been arrived at assigning weights to 5 years discounted cash flow valuation ("DCF"), net asset value ("NAV") and strategic value after factoring in the risk profiles of its underlying businesses including execution risk, competitive pressure. NDTV Imagine would recognise the excess of the

fair value over the issue price amounting to Rs. 102,846 thousand amortised over the vesting period as employee compensation expense. Accordingly, an amount of Rs 68,446 thousand has been charged to the profit and loss account during the year.

9. (a) 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. During the year the Company has amended the ESOP 2004 scheme incorporating a clause giving the employees a right to surrender the options. Pursuante to the same, employees holding options equivalent to 1,801,925 have exercised their right to surrender. The details of options granted to employees under the ESOP 2004 is set out below.

	First Grant	Second Grant	Third Grant	Fourth Grant	Fifth Grant	Sixth Grant	Seventh Grant	Eight Grant	Ninth Grant	Tenth Grant	Total
Date of Grant	30-Jun 2005	19-Sep 2005	01-Dec 2005	20-Apr 2006	20-Apr 2006	01-Jul 2006	01-Aug 2006	17-Oct 2007	17-Oct 2007	15-Oct 2008	
Market value on date of grant of the underlying equity shares	212.75	235.2	179.5	259.20	259.20	173.90	156.35	376.10	376.10	263.61	
Exercise Price	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	
Vesting Period	1-4 Years ¹	1-4 Years ¹	1-4 Years ¹	1-4 Years ¹	1 Year	1-4 Years ¹	1-4 Years ¹	1 Year	1-4 Years ¹	1-4 Years ¹	
Options outstanding at the beginning of the year	1,127,250	427,750	6,250	226,250	55,440	7,500	25,000	37,500	120,000	-	2,032,940
Options granted	-	-	-	-	-	-	-	-	-	3,750	3,750
Options forfeited	63,100	20,775	-	13,125	1,140	-	-	-	-	-	98,140
Options exercised	62,900	15,725	-	25,000	3,000	-	25,000	-	-	-	131,625
Options expired	-	-	-	-	-	-	-	-	-	-	-
Options surrendered	1,001,250	386,250	6,250	188,125	51,300	7,500	-	37,500	120,000	3,750	1,801,925
Options outstanding at the year end ²	-	5,000	-	-	-	-	-	-	-	-	5,000
Options Exercisable at the year end	-	5,000	-	-	-	-	-	-	-	-	5,000

¹ 25% to vest each year over a period of 4 years.

² weighted average remaining contractual life of 0.5 years.

In accordance with the accounting treatment prescribed under the SEBI (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Company in respect of option surrendered has credited the employee compensation expense by Rs 284,065 thousand (net of credit given to subsidiaries Rs 24,652 thousand) being the expense recognised in the earlier year and Rs 64,020 thousand (net of credit given to subsidiaries amounting to Rs 14,039 thousand) during the current financial year. In respect of options not yet surrender, the company has expensed Rs.77 thousand during the year.

Further, the liability outstanding as at the March 31, 2009 in respect of Employee Stock Options outstanding is Rs 992 thousand (previous year Rs. 337,244 thousand). The balance deferred compensation expense Rs 39 thousand (previous year Rs 133,637 thousand) will be amortised over the remaining vesting period of the options.

The fair value of each stock option granted under ESOP 2004 as on the date of grant has been computed using Black-Scholes Option Pricing Formula and the model inputs are given as under:

	First Grant	Second Grant	Third Grant	Fourth Grant	Fifth Grant	Sixth Grant	Seventh Grant	Eight Grant	Ninth Grant
Date of Grant	June 30, 2005	Sept 19, 2005	Dec 1, 2005	Apr 20, 2006	Apr 20, 2006	July 1, 2006	Aug 1, 2006	Oct 17, 2007	Oct 17, 2007
Weighted average share price on the grant date	Rs. 212.75	Rs 235.20	Rs 179.50	Rs.259.20	Rs. 259.20	Rs.173.90	Rs. 156.35	Rs 357.60	Rs 357.60
Volatility (%)	50.20 to 64.49 ¹	50.12 to 63.15 ¹	49.05 to 60.13 ¹	47.69	47.69	52.72	52.40	55.88	51.22 to 52.57
Risk free rate ² (%)	6.33 to 6.60	6.39 to 6.79	6.32 to 6.81	6.72 to 7.06	6.72	6.57 to 7.09	7.49 to 7.98	7.81	7.76 to 7.78
Exercise Price	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4	Rs. 4
Time to Maturity (years) ³	2.50 to 5.50	2.50 to 5.50	2.50 to 5.50	2.50 to 5.50	2.50	2.50 to 5.50	2.50 to 5.50	1.50	2.50 to 5.50
Dividend Yield	0% ⁴	0% ⁴	0% ⁴	0.54%	0.54%	0.54%	0.54%	0.34%	0.34%
Life of options	7 years	7 years	7 years	7 years	4 years	7 years	7 years	4 Years	7 Years
Weighted average fair value of options as at the grant date	Rs. 209.66	Rs. 232.13	Rs. 176.42	Rs. 250.63	Rs. 252.35	Rs. 167.14	Rs. 150.08	Rs 352.21	Rs 349.79

¹ In view of the non availability of adequate historical data for the Company, the historical volatility of another entity within the same industry has been considered.

² Being the interest rate applicable for maturity equal to the expected life of options based on zero-coupon yield curve for Government Securities

³ Vesting period and volatility of the underlying equity shares have been considered for estimation.

⁴ Since the average price trend for earlier years was not available as the Company was listed in May 2004, dividend yield has not been considered.

The impact on the profit of the Company for the year ended March 31, 2009 and the basic and diluted earnings per share had the Company followed the fair value method of accounting for stock options is set out below:

Amount (Rs. '000)

	Year Ended March 31, 2009	Year Ended March 31, 2008
Profit/(Loss) after tax as per Profit and Loss Account (a)	1,430,065	(1,885,878)
Add : Employee Stock Compensation Expense (Net) as per Intrinsic Value Method	(12,856)	134,993
Less : Employee Stock Compensation Expense (Net) as per Fair Value Method	(12,200)	135,392
Profit/(Loss) after tax recomputed for recognition of employee stock compensation expense under fair value method (b)	1,429,409	(1,886,277)
Basic Earnings per Share as computed on earnings as per (a) above (Rs)	22.83	(30.16)
Diluted Earnings per Share as computed on earnings as per (a) above (Rs)	22.15	(30.16)
Basic Earnings per Share as computed on earnings recomputed as per (b) above (Rs)	22.82	(30.17)
Diluted Earnings per Share as computed on earnings recomputed as per (b) above (Rs)	22.14	(30.17)

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

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

The Scheme was approved by the shareholders on March 10, 2009 and provides for issue of 21, 46,540 Equity Shares to the Eligible employees of the Company by the ESPS Committee at an exercise price of Rs. 4/- each.

Accordingly, the Company has issued 1,764,425 shares to the eligible employees and recognized the excess of market price over the exercise price of the shares amounting to Rs 117,737 thousand (previous year Nil) net of cost recovered from subsidiaries Rs 19,270 thousand (previous year Nil) as an expense during the year.

Further, the liability outstanding in respect of Employee share purchase outstanding as at March 31, 2009 includes a liability of 137,007 thousand towards shares to be allotted under ESPS-2009.

(c) NDTV Media Limited - Employee Stock Option Plan - ESOP 2005

NDTV Media has established Employee Stock Option Plan - ESOP 2005 (ESOP 2005), under which the Board has been empowered to grant 1,33,300 options to its employees that entitles them to one equity share of NDTV Media at an exercise price determined by the Board. The equity shares covered under the scheme vest over a maximum period of sixty months.

Pursuant to the scheme, 130,300 Shares have been allotted to employees against the option vested and exercised by the employees in earlier years.

During the year, 50,000 additional options under ESOP 2005 approved by the shareholders of NDTV Media on October 1, 2008. Pursuant the same, the Board on October 1, 2008 granted 18,400 options to employee(s) of NDTV Media at an exercise price of Rs 10 each. Consequent to the exercise of options, NDTV Media has allotted 18,400 equity shares on October 1, 2008.

Accordingly, NDTV Media under the intrinsic value method has recognised the excess of the fair value of the underlying shares, based on a valuation by an independent valuer as at the grant date over the exercise

price of the options amounting to Rs. 7,445 thousands as an expense during the year. The movement in the options granted during the year is set out below:

	Year ended March 31, 2009		Year ended March 31, 2008	
	Equity Shares of Rs. 10 each arising out of options	Weighted Average Exercise Price (Rs.)	Equity Shares of Rs. 10 each arising out of options	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of year	–	–	–	–
Options Granted	18,400	10	–	–
Options Forfeited	–	–	–	–
Options Expired	–	–	–	–
Options Exercised	18,400	10	–	–
Outstanding at the end of year	–	–	–	–
Exercisable at the end of the year	–	–	–	–
Weighted average fair value of the equity shares of Rs. 10 each underlying the options for the options exercised during the year	–	Rs. 414.65	–	–

(d) NDTV Imagine - Employee Stock Option

The Board of Directors of NDTV Imagine on May 9, 2008 have allotted 275,015 equity shares amounting to 5.5% of Post issue Paid Up Equity Capital of NDTV Imagine, partly paid up to the extent of Rs. 7.50 per share to the trustees of NDTV Employees Group Trust which would hold such shares on behalf of employees of NDTV Imagine and employees of the 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.

During the year, NDTV Imagine has identified beneficiaries in respect of 160,402 equity shares (net of forfeiture) issued to the Trust. The fair value of the equity shares as on the date of the allotment was Rs. 380.10 per share. The said fair value of shares allotted by the NDTV Imagine have been arrived at assigning weights to 5 years discounted cash flow valuation ('DCF'), net asset value ('NAV') and strategic value after factoring in the risk profiles of its underlying businesses including execution risk, competitive pressure. NDTV Imagine would recognise the excess of the fair value over the issue price amounting to Rs. 59,364 thousand amortised over the vesting period as employee compensation expense. Accordingly, an amount of Rs 21,753 thousand has been charged to the profit and loss account during the year.

(e) NDTV Lifestyle - Employee Stock Option

The Board of Directors of NDTV Lifestyle on May 9, 2008 have allotted 483,467 equity shares amounting to 8% of Post issue Paid Up Equity Capital of NDTV Lifestyle, partly paid up to the extent of Rs. 7.50 per share to the trustees of NDTV Employees Group Trust which would hold such shares on behalf of employees of NDTV Lifestyle and employees of the 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.

During the year, NDTV Lifestyle has identified beneficiaries in respect of 241,744 equity shares issued to the Trust. The fair value of the equity shares as on the date of the allotment was Rs. 71.50 per share. The said fair value of shares allotted by NDTV Lifestyle have been arrived at assigning weights to 5 years discounted cash flow valuation ('DCF'), net asset value ('NAV') and strategic value after factoring in the risk profiles of its underlying businesses including execution risk, competitive pressure. NDTV Lifestyle would recognise the excess of the fair value over the issue price amounting to Rs. 14,867 thousand amortised over the vesting period as employee compensation expense. Accordingly, an amount of Rs 5,604 thousand has been charged to the profit and loss account during the year.

(f) 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 Employees Group Trust respectively collectively amounting to 8% of Post issue Paid Up Equity Capital of the Company, partly paid up to the extent of Rs. 7.50 per share. NDTV Employees Group Trust would hold such shares on behalf of employees of NDTV Convergence and employees of the 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.

During the year, NDTV Convergence has identified beneficiaries in respect of 3,001 equity shares issued to the Trust. The fair value of the equity shares as on the date of the allotment was Rs 4160.50 per share. The said fair value of shares allotted by the Company have been arrived at assigning weights to 5 years discounted cash flow valuation ('DCF'), net asset value ('NAV') and strategic value after factoring in the risk profiles of its underlying businesses including execution risk, competitive pressure. NDTV Convergence would recognise the excess of the fair value over the issue price amounting to Rs 12,455 thousand amortised over the vesting period as employee compensation expense. Accordingly, an amount of Rs 4,694 thousand has been charged to the profit and loss account during the year. Also, in respect of shares allotted to consultants NDTV Convergence has recognised Rs 1108 thousand as consultancy expense being the excess of the fair value over the issue price.

(g) NDTV Labs - Employee Stock Option

The Board of Directors of NDTV Labs on May 9, 2008 have allotted 4,348 equity shares amounting to 8% of Post issue Paid Up Equity Capital of NDTV Labs, partly paid up to the extent of Rs. 7.50 per share to the trustees of NDTV Employees Group Trust which would hold such shares on behalf of employees of NDTV Labs and employees of the 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.

During the year, NDTV Labs has identified beneficiaries in respect of 816 equity shares issued to the Trust. The fair value of the equity shares as on the date of the allotment was Rs. 1704.50 per share. The said fair value of shares allotted by NDTV Lifestyle have been arrived at assigning weights to 5 years discounted cash flow valuation ('DCF'), net asset value ('NAV') and strategic value after factoring in the risk profiles of its underlying businesses including execution risk, competitive pressure. NDTV Labs would recognise the excess of the fair value over the issue price amounting to Rs. 1,382 thousand amortised over the vesting period as employee compensation expense. Accordingly, an amount of Rs 521 thousand has been charged to the profit and loss account during the year.

(h) NDTV Networks Plc - Employee Stock Option

On 8 May 2008 pursuant to the approval of shareholders and the Board of Directors, NDTV Networks Plc (NNPLC) allotted 43,478 ordinary shares of GBP 0.10 each amounting to 8% of Post issue Paid Up Equity Capital of NNPLC and allotted 15,650 convertible, redeemable non-voting shares of GBP 0.10 each in the capital of NNPLC to certain employees and directors of the NNPLC, Company and its subsidiaries and to a consultant. The convertible, redeemable non-voting shares will be converted into ordinary shares on the occurrence of a dilution event, in order to provide anti dilution protection. Consequently, each grantee of such shares has entered into an agreement in respect of their ordinary shares and convertible, redeemable non-voting shares which provides that such shares shall be subject to transfer restrictions and to forfeiture in certain circumstances.

NNPLC carried out an independent valuation of its ordinary shares and arrive at a fair value of GBP 40.60 per share. The said fair value of shares allotted by NNPLC have been arrived at assigning weights to 5 years discounted cash flow valuation ('DCF'), net asset value ('NAV') and strategic value after factoring in the risk profiles of its underlying businesses including execution risk, competitive pressure. NNPLC would recognise the excess of the fair value over the issue price amortised over the vesting period as employee compensation expense. Accordingly, an amount of Rs 50,203 thousand as employee compensation expense and Rs. 22,160 thousand as consultancy and professional fee has been charged to the profit and loss account during the year.

10. Keeping the current economic environment and other factors in mind, the company and its subsidiaries have recast their 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 and the group are prepared (Refer note A-1).
11. The Goodwill in the Consolidated Financial Statements represent the excess of the purchase consideration over the NDTV Imagine share in the net assets of its subsidiary - Alliance Lumiere Limited.
12. Estimated amount of contracts remaining to be executed on capital account, not provided for (net of capital advances)

Amount (Rs.'000)

Particulars	As at March 31, 2009	As at March 31, 2008
On Letters of credit	–	22,075
On others	88,296	195,195
Total	88,296	217,270

13. Contingent Liabilities not provided for as in respect of:

- a Bank Guarantee Rs. 5,582 thousand (Previous Year - Rs. 11,866 thousand). These have been issued in the ordinary course of business.
- b Claims against the Company not acknowledged as debts: Rs. 82,564 thousand (Previous Year Rs.82,564 thousand). The amount represent the best possible estimates 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.

14. Deferred Taxes

Significant components of deferred tax assets and liabilities are shown in the following table:

Amount (Rs.'000)

	As at March 31, 2009	For the Year	As at March 31, 2008
Deferred tax assets on account of			
Accumulated Losses	1,87,436	1,04,525	82,911
Provision for Expenses	17,647	(39,090)	56,737
Provision for Doubtful Debtors	20,707	15,013	5,694
Provision for Doubtful Advances	–	(1,236)	1,236
Total deferred tax assets	2,25,790	79,212	146,578
Deferred tax liability on account of			
Depreciation	(97,094)	(14,165)	(82,929)
Total deferred tax liability	(97,094)	(14,165)	(82,929)
Net Deferred Tax Asset/(Liability)	1,28,696	65,047	63,649

15. Segment Reporting

The Group currently operates primarily in a single primary segment of television media as disclosed in the respective financial statements of the group companies, accordingly there are no separate reportable segments in accordance with AS 17 - "Segment Reporting" issued by The Institute of Chartered Accountants of India.

16. Related Party Transactions

- a. 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:

Key Management Personnel and their relatives

Dr. Prannoy Roy	Director
Radhika Roy	Director
K.V.L. Narayan Rao	Director
L.S Nayak	CEO of NDTV Media Limited
Vikramaditya Chandra	CEO & Director of NDTV Networks Plc
Mr. Rahul Deshpande	CEO & Director of NDTV Labs Limited (Ceased to be CEO & Director w.e.f 1 st May 2008)
Sanjay Trehan	CEO, NDTV Convergence Limited (To be Ceased as CEO w.e.f 15 th May 2009)
Smeeta Chakrabarti	CEO & Director of NDTV Lifestyle Limited
Sameer Nair	CEO & Director of NDTV Imagine Limited
Rajnish Babbar	Global Operating leader (w.e.f 19 th March 2007) & CEO (w.e.f. 14 th Jan'09), NGEN Media Services Private Limited
Rod Fairweather	CEO, NGEN Media Services Private Limited (Ceased to be CEO w.e.f 14 th Jan 2009)
Shyatto Raha	CEO, NDTV Emerging Markets BV
John O'Loan	Director, NDTV Networks Plc
Pan Invest BV (Trust Company)	Directors of Trust company are directors of NDTV Emerging Markets BV, NDTV BV and NDTV Networks BV
Renu Rao	Wife of a Director (K.V.L Narayan Rao)
Projit Chakrabarti	Husband of CEO of NDTV Lifestyle Limited
Seema Chandra	Wife of CEO of NDTV Networks Plc
Sanvari Nair	Wife of CEO of NDTV Imagine Limited
Divya Laroyia	Wife of CEO of NDTV Emerging Markets BV

b. Disclosure of Related Party Transactions:**Amount (Rs.'000)**

Nature of relationship / transaction	Key Management Personnel	Relatives	Total
Remuneration Paid during 2008-09	302,421 ^{1,3,4}	10,360	312,781
Remuneration Paid during 2007-08	200,180 ²	9,338	209,518
Services Availed during 2008-09	12,595	1,500	14,095
Services Availed during 2007-08	5,045	1,162	6,207

¹ Includes Remuneration amounting to Rs. 48,825 thousand paid to Directors including directors of its subsidiaries that exceeds the minimum remuneration payable in case of inadequacy of profits, subject to Central Government's Approval.

² Includes Remuneration amounting to Rs. 4,995 thousand paid to Directors including directors of its subsidiaries that exceeds the minimum remuneration payable in case of inadequacy of profits, subject to Central Government's Approval.

³ The Company has issued 137,500 shares to a wholtime director under the Employee Stock Purchase Scheme 2009, subject to shareholder's and Central Government approval

⁴ The subsidiaries of the Company have issued 232,644 shares to the trustees of NDTV Employee Group Trust for the benefit of the directors of the subsidiaries, subject to shareholder's and Central Government approval. Further, a subsidiary of the Company has allotted 196,154 shares to a director, subject to Central Government approval.

c. Amount due to/ from related parties**Amount (Rs.'000)**

Nature of relationship / transaction	Key Management Personnel	Relatives	Total
Outstanding Payables as on March 31, 2009	25,820	158	25,978
Outstanding Payables as on March 31, 2008	32,210	197	32,407
Outstanding Advances as on March 31, 2009	54,522	183	54,705
Outstanding Advances as on March 31, 2008	21,182	285	21,467

17. Auditor's Remuneration**Amount (Rs.'000)**

Description	Year ended March 31, 2009	Year ended March 31, 2008
Statutory Audit, including quarterly audits	7,700	7,250
Tax Audit	200	
Out-of-pocket-expenses	193	400
Total ¹	8,093	7,650

¹ Excluding service tax**18. Earnings / (Loss) per share (EPS)**

Description	Year ended March 31, 2009	Year ended March 31, 2008
Number of equity shares outstanding at the beginning of the year (Nos.)	62,581,467	62,457,007
Add: Fresh issue of equity shares	131,625	1,24,660
Number of equity shares outstanding at year end (Nos.)	62,713,092	62,581,467
Weighted average number of Equity Shares outstanding during the year for Basic EPS (Nos.)	62,651,932	62,524,473
Adjustment for dilutive effect of share options granted	1,900,297	—
Weighted average number of Equity Shares outstanding during the year for Diluted EPS (Nos.)	64,552,229	62,524,473
Profit / (loss) attributable to Equity Shareholders (Rs.)	143,065,439	(1,885,878,192)
Basic Earnings / (loss) per Equity Share (Rs.)	22.83	(30.16)
Diluted Earnings / (loss) per Equity Share (Rs.)	22.15	(30.16) ¹
Nominal Value per share (Rs)	4	4

¹ Potential conversion of the stock options granted is anti-dilutive and accordingly, has not been considered in the calculation of diluted earnings/ (loss) per share.

19. Operating Leases

- i) The group has taken various residential/commercial premises/vehicles under cancelable operating leases. These lease agreements are normally renewed on expiry.
- ii) a) The Company has taken commercial premises on lease which are non-cancelable for a period of 3 years. The future minimum lease payments in respect of the same are as follows:

Particulars	Amount (Rs.'000)	
	Year Ended March 31, 2009	Year Ended March 31, 2008
Payable not later than 1 year	93,265	121,617
Payable later than 1 year and not later than 5 year	27,337	120,696
Payable later than five year	–	228
Total minimum lease payments	120,602	242,541

- b) The rental expense for the current year in respect of operating leases was Rs 294,772 thousand (Previous Year Rs 178,246 thousand).

20. Finance Leases.

The Group has taken vehicles on lease which are non-cancelable for a period of 3 years. The future minimum lease payments in respect of the same are as follows:

Periods	Amount (Rs. '000s)		
	Minimum Lease payments	Future interest payable	Present value of minimum lease payments
Payable not later than 1 year	379	82	298
Payable later than 1 year and not later than 5 year	509	48	461
Total minimum lease payments	888	130	759

21. The Company has during the year complied with the Accounting Standard - 15 (Revised 2005) on employee benefits issued by the Institute of Chartered Accountants of India.

The Company has accounted for the long term defined benefits and contribution schemes as under:

(A) Defined Benefits Scheme

The Group provides for long term defined benefit schemes of gratuity on the basis of actuarial valuation on the Balance Sheet date based on the Projected Unit Credit Method. In respect of NDTV and NDTV Media Limited, gratuity benefits are funded through annual contributions to Life Insurance Corporation of India (LIC) and Tata AIG respectively. The actuarial valuation of the liability towards the Gratuity Retirement 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/Tata AIG. The gratuity benefit in other Companies of the group are unfunded and the Group recognise 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:

Amount (Rs.'000)

	For the Year ended March 31, 2009		For the Year ended March 31, 2008	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
I Changes in the Present value of the Obligation:				
Obligations at year beginning	79,488	141	69,420	-
Service Cost - Current	18,624	291	16,108	128
Interest Cost	6,359	12	5,554	-
Actuarial (gain) / loss	(3,564)	(14)	(8,208)	24
Benefit Paid	(6,180)	(13)	(3,386)	(11)
Obligations at year end	94,727	417	79,488	141
II Change in plan assets:				
Plan assets at year beginning, at fair value	51,890	-	46,441	-
Expected return on plan assets	4,786	-	4,260	-
Actuarial gain / (loss)	14	-	157	-
Contributions	3,010	-	4,021	-
Benefits paid	(6,072)	-	(2,989)	-
Plan assets at year end, at fair value	53,628	-	51,890	-
III 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	94,729	417	79,488	141
Fair value of the plan assets at the end of the year	53,629	-	51,890	-
Liability recognised in the Balance Sheet	41,100	417	27,598	141
IV Defined benefit obligations cost for the year				
Service Cost - Current	19,430	291	16,108	128
Interest Cost	10,674	12	5,554	-
Expected return on plan assets	(4,786)	-	(4,260)	-
Actuarial (gain) / loss	(3,578)	(14)	(8,365)	24
Net defined benefit obligations cost	21,740	289	9,037	152
V Investment details of plan assets				
100% of the plan assets of NDTV and NDTVM are lying in the Gratuity fund administered through Life Insurance Corporation of India (LIC) and Tata AIG respectively under its Group Gratuity Scheme.				
VI The principal assumptions used in determining post-employment benefit obligations are shown below:				
Discount Rate	8%	8.4%	8%	
Future salary increases	5.50%	10.5 % pa for first 3 years & 7.00 % pa thereafter	5.50%	
Expected return on plan assets	9.50%		9.50%	

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.

(B) State Plans:

The Group deposits an amount determined at a fixed percentage of Basic pay every month to the state administered provident fund for the benefit of the employees. Accordingly, the Group's contribution during the year that has been charged to revenue amounts to Rs 77,955 thousand (Previous year Rs 74,809 thousands).

22. Interest in Joint Ventures

The company's interests, as a venture, in jointly controlled entities as at March 31, 2009 are:

Name of the Company	Country of Incorporation	% Voting power held As at March 31, 2009
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:

Particulars	Amount (Rs. '000)	
	As at March 31, 2009	As at March 31, 2008
Assets		
Fixed Assets	17,789	7,159
Current Assets	28,061	2,725
Liabilities		
Secured Loans	758	542
Current Liabilities & Provisions	13,230	8,188
Reserves & Surplus	(53,138)	(18,845)

	Year ended March 31, 2009	Year ended March 31, 2008
Revenues		
Sales	6,152	537
Expenditure	40,226	17,613
Profit before Tax	(34,074)	(17076)
Tax Expenses	220	178
Profit after Tax	(34,294)	(17,254)

- 23.** NDTV Media Limited had allotted 150,000 equity shares of Rs. 10 each to the Chief Executive Officer as 'Sweat Equity' on January 31, 2004 as consideration for the director providing know how including resources and knowledge to NDTV Media Limited in connection with setting up of the distribution set up and development of the channel partners for the broadcasting business. Accordingly, the same had been capitalised in these accounts as 'Technical Know-how' and is being amortised over a period of 5 years from the date of allotment of the shares.
- 24.** During the year the Company has revalued its blocks fixed assets comprising of land & buildings situated at various locations. The said valuation was carried out by an independent valuer based on the prevailing market rate in respect of land and building as at March 31, 2009. Accordingly an amount of Rs 74,541 thousand and Rs. 155,098 thousand being the appreciation in the value of land and buildings respectively has been accounted for as additions to the gross block of the fixed assets with a corresponding increase in the revaluation reserve.
- 25.** Figures pertaining to the subsidiaries / Joint Ventures have been reclassified wherever necessary to bring them in line with the Parent Company's financial statements. Figures of the previous year have been regrouped wherever necessary to conform current year's grouping and classification.

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

Name of the subsidiary	NDTV Media Limited	NDTV News Limited	NDTV Imagine Limited	NDTV Lifestyle Limited	NDTV Convergence Limited	NDTV Labs Limited	NDTV Networks Pic	NDTV BV	NDTV Networks International Holding BV	NDTV Emerging Markets BV
1 Capital	11,487,000	500,000	5,465,889,771	448,819,351	226,209,053	113,960,628	5,062,236	62,308,620	1,840,227	206,559,000
2 Reserves	268,964,347	(162,335,308)	90,199,308	(298,079,412)	5,803,108	(83,065,414)	(114,476,275)	828,564	20,779,548,470	(254,839)
3 Total Assets	280,451,347	300,500,000	5,556,089,079	454,423,287	232,012,161	114,481,812	7,705,660,326	70,088,651	20,846,023,302	254,381,036
4 Total Liabilities	280,451,347	300,500,000	5,556,089,079	454,423,287	232,012,161	114,481,812	7,705,660,326	70,088,651	20,846,023,302	254,381,036
5 Investments	1,000,000	52,099,430	583,946,694	-	-	-	6,466,163,755	4,358,891	20,840,000,000	143,287,759
6 Turnover	446,901,336	24,366,051	1,371,886,355	289,138,182	107,011,043	23,861,023	24,417,357	77,306	1,335,371	66,400,594
7 Profit before Taxation	(64,660,355)	(171,860,877)	(2,691,665,926)	(114,941,951)	(90,290,929)	(46,393,766)	(511,927,305)	(4,163,713)	(5,435,044)	29,758,607
8 Provision for Taxation	(10,607,147)	791,426	55,941,371	1,634,460	817,632	422,061	-	-	-	-
9 Profit after taxation	(54,063,208)	(172,652,303)	(2,747,207,297)	(116,576,411)	(91,108,561)	(46,815,627)	(511,927,305)	(4,163,713)	(5,435,044)	29,758,607
10 Proposed Dividend	-	-	-	-	-	-	-	-	-	-

Name of the subsidiary	NDTV Network BV	Alliance Lumiere Limited	Imagine Showbiz Limited	NDTV Imagine Picture Limited	Metronation Chennai Television Ltd	NDTV One Holding Ltd	NDTV Two Holding Ltd	NDTV Three Holding Ltd	NDTV Four Holding AB	NDTV (Mauritius) Media Ltd	NDTV Middle East Ventures FX-LLC
1 Capital	1,159,380	59,160,027	44,565,000	121,500,000	87,386,000	2,252,800	2,146,040	2,104,770	1,555,449	4,488,938,159	27,606,759
2 Reserves	650,366,155	50,728,341	(121,487,100)	(19,963,301)	(49,536,445)	(36,904)	9,680	112,595	(312,873)	65,775,246	(67,322,847)
3 Total Assets	657,767,698	185,159,922	236,565,000	121,500,000	87,386,000	4,074,073	2,782,517	6,641,670	16,879,969	4,555,967,537	34,535,952
4 Total Liabilities	657,767,698	185,159,922	236,565,000	121,500,000	87,386,000	4,074,073	2,782,517	6,641,670	16,879,969	4,555,967,537	34,535,952
5 Investments	4,490,200,555	-	-	-	1,000,000	2,146,040	2,104,770	1,555,449	1,159,380	4,103,164,500	-
6 Turnover	83,862,675	17,797,596	17,154,344	252,755	-	19	-	135	5,927	723,810	18,125,656
7 Profit before Taxation	6,499,313,076	(59,820,656)	(231,914,465)	(19,784,192)	(43,345,661)	(1,776,416)	(626,797)	(4,376,016)	13,377,583	(364,767,045)	(74,252,040)
8 Provision for Taxation	-	175,000	773,973	40,000	265,832	-	-	-	-	-	-
9 Profit after taxation	6,499,313,076	(59,995,656)	(232,688,438)	(19,824,192)	(43,611,493)	(1,776,416)	(626,797)	(4,376,016)	13,377,583	(364,767,045)	(74,252,040)
10 Proposed Dividend	15,285,000	-	-	-	-	-	-	-	-	-	-

For and on behalf of the Board

Radhika Roy
Managing Director

Rajiv Mathur
Company Secretary

Saurav Banerjee
Chief Financial Officer

Dr. Prannoy Roy
Chairman

K V L Narayan Rao
CEO and Director

Place : New Delhi
Date : April 30, 2009



207, Okhla Industrial Estate, Phase III, New Delhi-110020