

DEN



*only do
amazing*

Annual Report 2014-15



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CORPORATE INFORMATION

Mr. Sameer Manchanda

DIN: 00015459

Chairman Managing Director

Mr. Ankur Ambika Sahu

DIN: 03623120

Non-Executive Nominee Director

Mr. Shahzaad Siraj Dalal

DIN: 00011375

Non-Executive Nominee Director

Mr. Krishnakumar P.T. Gangadharan

DIN: 00090715

Alternate Director to Mr. Shahzaad Siraj Dalal

Mr. Ajaya Chand

DIN: 02334456

Non-Executive Independent Director

Mr. Atul Sharma

DIN: 00308698

Non-Executive Independent Director

Mr. Robindra Sharma

DIN: 00375141

Non-Executive Independent Director

Mr. Pradeep Parameswaran

Chief Executive Officer

Mr. Manish Dawar

Group Chief Financial Officer

Mr. Jatin Mahajan

Company Secretary & Compliance Officer

Registered office

236, Okhla Industrial Estates, Phase-III

New Delhi – 110 020

Landline: +91- 011- 40522200

Fax: +91- 011- 40522203

Email: investorrelations@denonline.in

M/s. Deloitte Haskins & Sells

Statutory Auditors

M/s. Ajay Kumar Singh & Co.

Cost Auditors

M/s. Pankaj Krishn & Associates

Internal Auditors

Registrar & Transfer Agent

Karvy Computershare Private Limited

Karvy House, 46 Avenue 4, Street No. 1,

Banjara Hills, Hyderabad- 500 034

Landline: + 91- 40- 2342 0815

Fax: +91 -40- 2342 0814

Email: einward.ris@karvy.com

CHAIRMAN SPEECH

Dear Shareholders,

We all continue to be excited with the huge opportunity for the cable & broadband business. With a strong and empowered leadership team, DEN is right there in exploiting this opportunity to maximize shareholder value and we welcome the coming year with Digitization as the focus.

The Indian Economy growth picked up in FY'14-15, inflation markedly declined, and the external position was comfortable, helped by positive policies and lower global oil prices. With a stable government and pro-growth policy reforms, India is expected to drive itself home through more and consistent GDP growth in the subsequent years.

The year 2014 has been a turning point for the media and entertainment industry in India many ways. One of the major highlights in 2014 was the announcement of 'Digital India: A programme to transform India into a digitally empowered society and knowledge economy' by the government. Another trending phenomenon is Internet-Of-Things (IOT) which aims to inter-connect household devices like TV, ACs, Microwaves, Fridge, Cameras etc. to provide remote access and control. All these are signs of a technical revolution and development in India which can be achieved only through Digitization.

The rollout of digital cable STBs in Phases I and II cities is now complete and the stage is set for introduction of new age facilities like channel packaging, online bill payment, HD channels, Broadband etc.

With successful completion of Phases I and II, the roadmap is clear for Phases III and IV. Government support for Digital India provides a conducive environment for timely completion of Phases III and IV. We are adequately prepared and well capitalized for the opportunity and are consolidating operations, setting up business processes and systems, working on STB procurement and putting logistics in place to handle the huge scale STB roll out.

Broadband is another huge opportunity area. Wired broadband connections in the country are expected to grow up from 20 million in 2014 to 32 million in 2019. Globally, DOCSIS (Data Over Cable Service Interface Specification) is the predominant technology used for cable broadband and has higher speed and lower investment advantage over the DSL (Digital Subscriber Line) technologies used by telecom operators which require significantly less investment, but had speed limitations. We have soft launched our high speed broadband services and have crossed 3.3L Homes Passed with ~23,000 broadband subscribers.

We also forayed into TV Shopping and Soccer this fiscal year. TV shopping in India is almost a 4,000-5,000 crore market. Our TV shopping JV between DEN and Snapdeal brings tremendous synergies because we are able to leverage our reach in distribution and our capabilities on the video side to drive the front end activities and Snapdeal's brand merchandising and strong back-end allows state of the art infrastructure. The JV has a reach of more than 25m Homes and has started clocking annualised GMV of more than ~120 Crores.

On the soccer side, DEN, through its wholly owned subsidiary, acquired Delhi Dynamos FC, one of the most popular teams of the ISL with a fan base of over 425,000 (based on Facebook likes) and over 29,000 Twitter followers. The inaugural season of the Indian Super League (ISL) generated huge audience interest with overall season viewership reaching 429 million. The ISL also became Asia's No.1 League and the world's No. 4 League by stadium attendance attracting an average of 26,000+ spectators every match.

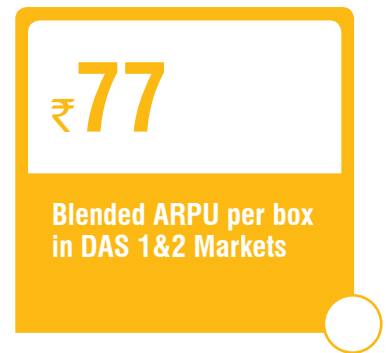
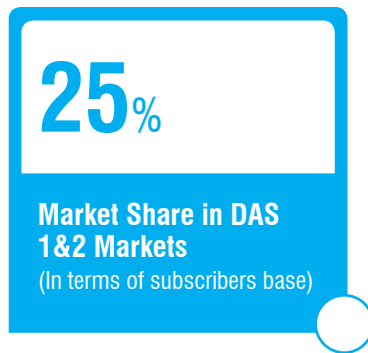
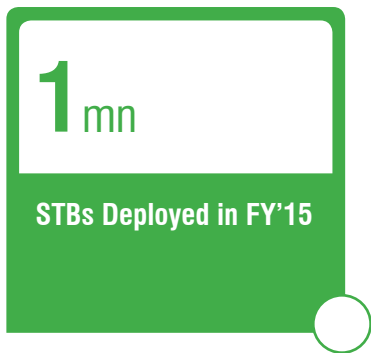
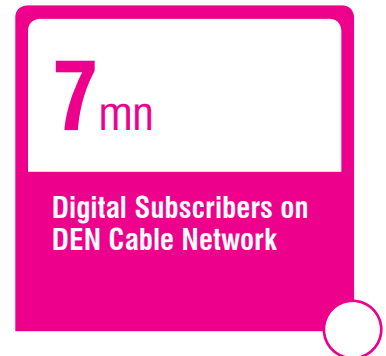
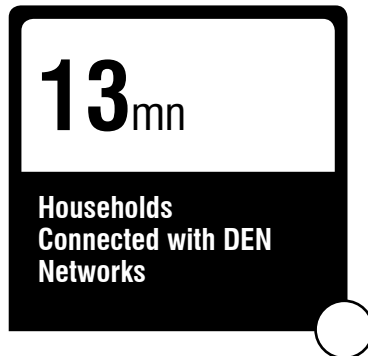
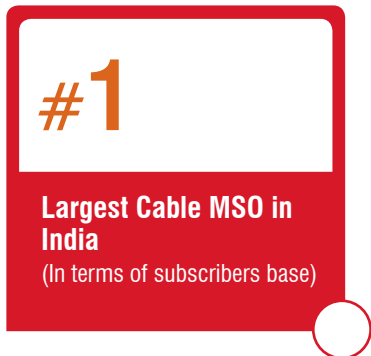
I would like to place on record my sincere appreciation to the Board of Directors for their guidance. I would also like to express my gratitude to all our stakeholders for their continuing faith in DEN.

With best wishes,

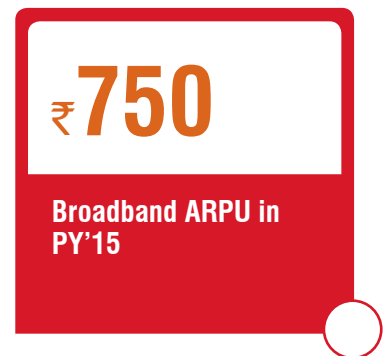
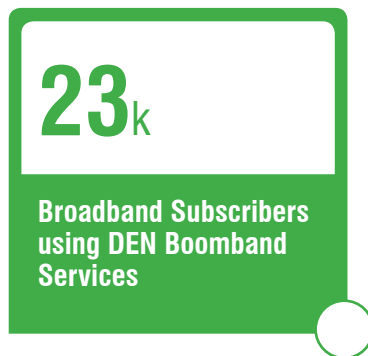
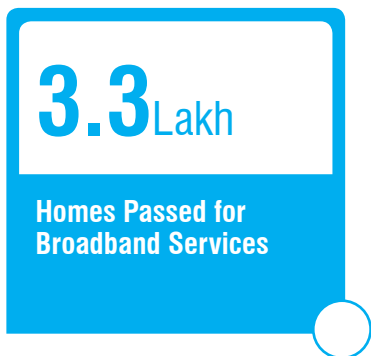
Sameer Manchanda
Chairman Managing Director

ACHIEVEING MORE TOGETHER

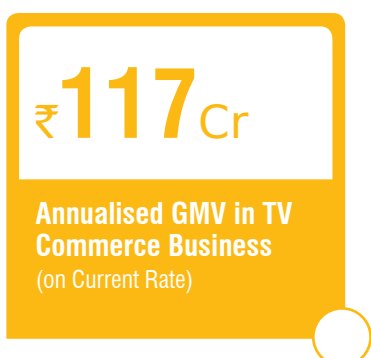
CABLE BUSINESS



BROADBAND BUSINESS



TV COMMERCE



PERFORMANCE HIGHLIGHTS

| Particulars | Unit | FY 2012 | FY 2013 | FY 2014 | FY 2015 |
|--------------------------------------|---------|---------|---------|---------|---------|
| Consolidated Income Statement | | | | | |
| Revenues | ₹ Crore | 713* | 914 | 1,117 | 1,130 |
| EBITDA | ₹ Crore | 95 | 218 | 302 | 92 |
| PAT | ₹ Crore | 14 | 62 | 38 | (144) |
| Cash PAT | ₹ Crore | 68 | 144 | 185 | 42 |

| | | | | | |
|---|---------|-----|-----|-------|-------|
| Consolidated Statement of Financial Position | | | | | |
| Shareholders' Equity | ₹ Crore | 802 | 875 | 1,856 | 1,710 |
| Cash and Equivalents | ₹ Crore | 293 | 430 | 1,216 | 934 |
| Total Debt | ₹ Crore | 258 | 747 | 1,025 | 996 |
| Net Current Assets | ₹ Crore | 247 | 38 | 726 | 366 |

| | | | | | |
|--|---------|-----|-----|-------|-------|
| Cable Business | | | | | |
| Total Customer Base | Million | 11 | 13 | 13 | 13 |
| Digital Subscribers | Million | 1 | 5 | 6 | 7 |
| Revenues | ₹ Crore | 667 | 868 | 1,056 | 1,093 |
| Revenues (Ex Activation, EX LCO Share) | ₹ Crore | 646 | 723 | 866 | 966 |
| Subscription Income | ₹ Crore | 133 | 176 | 368 | 459 |
| Placement Income | ₹ Crore | 479 | 495 | 465 | 474 |
| Activation Income | ₹ Crore | 20 | 145 | 155 | 64 |
| EBITDA | ₹ Crore | 104 | 214 | 301 | 187 |
| EBITDA (Ex Activation) | ₹ Crore | 84 | 69 | 147 | 122 |

| | | | | | |
|---------------------------|---------|----|----|----|-----|
| Broadband Business | | | | | |
| Homes Passed | Million | NA | NA | 0 | .33 |
| Subscribers | '000 | NA | NA | 4 | 23 |
| Conversion Ratio (In Q4) | % | NA | NA | NA | 6% |

* Revenues netted of with distribution rights costs of INR 429 Cr for distribution business for a like-to-like comparison; the company moved to net revenue recognition effective fiscal 2012-2013.

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the Eighth Annual Report on the business & operations of your Company along with the Consolidated & Standalone Audited Financial Statements for the year ended March 31st, 2015.

FINANCIAL RESULTS

(Rs. in millions)

| Particulars | Consolidated | | Standalone | |
|---|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | Financial year ended March 31, 2015 | Financial year ended March 31, 2014 | Financial year ended March 31, 2015 | Financial year ended March 31, 2014 |
| Net Revenue | 12,174.52 | 11,749.19 | 9,434.71 | 9,366.16 |
| Operating profit/(loss) before interest, depreciation and taxes | 1,802.24 | 3,493.99 | 714.76 | 1,638.48 |
| Interest | 823.04 | 889.71 | 765.51 | 828.00 |
| Depreciation | 1,859.48 | 1,473.90 | 1,086.79 | 852.14 |
| Net Profit/(loss) before Tax | (880.28) | 1,130.38 | (1,137.54) | (41.66) |
| Provision for taxes/deferred tax | 336.20 | 378.97 | (29.47) | (93.31) |
| Minority interest | 223.73 | 367.42 | - | - |
| Profit/(loss) after tax | (1,440.21) | 383.99 | (1,108.07) | 51.65 |

During the year under review, the total revenue of your Company was Rs. 9,434.71 million on standalone basis and Rs. 12,174.52 million on consolidated basis as compared to the last year's revenue of Rs. 9,366.16 million on standalone basis and Rs. 11,749.19 million on consolidated basis respectively. The Post Tax Loss of your Company was Rs. (1,108.07) million on standalone basis and Rs. (1,440.21) million on consolidated basis as compared to the last year's Post Tax Profit was Rs. 51.65 million on standalone basis and Rs. 383.99 million on Consolidated basis respectively.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on the Accounting for Investments in Associates and Accounting Standard AS-27 on accounting on Joint Ventures, issued by the Institute of Chartered Accountants of India, the Audited Consolidated Financial Statements are provided in this Annual Report.

DIVIDEND

Your Directors do not recommend any Dividend for the financial year ended March 31st, 2015.

TRANSFER TO RESERVES

Your Company has not made any transfer to the Reserves during the financial year 2014-15.

OPERATIONAL OVERVIEW

Your Company, one of the largest cable MSOs in India, is laying the foundations of building a powerful Consumer Franchise in Broadband, Cable Television and Television Shopping. Significant investments are being made to bring disruptive consumer offerings to the market.

(i) Cable TV Business

Continuing with plans to digitalize the analog cable subscriber base, DEN seeded additional one million boxes in FY'14-15, taking the digital subscribers base to 7 million out of a total 13 million subscribers. The Company witnessed the positive results on subscription revenues and collections in FY'14-15; our subscription revenues grew 25% in FY'14-15 driven by increase in ARPUs across DAS territories.

(ii) Broadband Business

Launched in FY' 14-15, DEN Broadband Services are now available to 329,000 homes as on March 31st 2015. The benefit of conversions out of the network rollout will come in the following quarters. The Company currently has a subscriber base of 23K at the end of FY'14-15 and 40% of the broadband subscribers come from Non-DEN homes.

(iii) E-commerce Business

DEN entered into a 50:50 JV with e-commerce major, SNAPDEAL and forayed into TV Commerce business leveraging DEN's strengths in distribution and media

and SNAPDEAL's strength in brand, merchandising and logistics. The JV is currently converting +30% of the calls received and is clocking an annualized GMV of INR 115 Crores (at Mar'15 average booked GMV rate) within four months of beginning.

(iv) Club Ownership of Delhi Dynamos FC in Indian Super League

DEN forayed into football business and bought Delhi Dynamos of ISL with the strategic intent of strengthening our consumer brand. Delhi Dynamos FC is one of the most popular teams of the ISL with a fan base of over 419,000 on Facebook and over 30,000 Twitter followers.

SUBSIDIARY COMPANIES

A report on the performance and financial position of each of the subsidiaries, associates and joint venture companies as per the Companies Act, 2013 is provided as annexure to the consolidated financial statement and hence not repeated here for the sake of brevity. The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: http://www.dennetworks.com/corporate_gov.htm

PUBLIC DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. The Company has also appointed Ernst & Young to compile / develop the policies and document the financial and IT controls. For each control, a test plan shall be documented and will be tested by the Management Audit Team on periodical basis.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure A".

MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31st, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) 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 as at March 31, 2015 and of the profit of the Company for the year ended on that date;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

KEY MANAGERIAL PERSONNEL & DIRECTORS

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Pradeep Parameswaran was appointed as Chief Executive Officer and Mr. Manish Dawar was appointed as Group Chief Financial Officer of the Company w.e.f. January 16, 2015 and February 10, 2015 respectively. Mr. S.N. Sharma resigned as Chief Executive Officer of the Company w.e.f. September 29, 2014.

In terms of the Articles of Association of the Company Mr. Sameer Manchanda, Chairman Managing Director is liable to retire by rotation and being eligible, has offered himself for re-appointment. The Company has received requisite notice in writing from a member for appointment of Mr. Sameer Manchanda as Director.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges. The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: http://www.dennetworks.com/corporate_gov.htm

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit & Nomination and Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. The remuneration

of Senior Management is discussed and approved by the Nomination and Remuneration Committee. The Board has, on the recommendations of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

AUDITORS & AUDITORS' REPORT

The term of M/s. Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of your Company, expires at the ensuing Annual General Meeting. The Company has received a certificate from them to the effect that their re-appointment, if made, would be within the prescribed limits as mentioned under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for re-appointment. Your Board has duly examined the Report issued by the Statutory Auditors' of the Company on the Accounts for the financial year ended March 31, 2015. The notes on Accounts, as presented in this Annual Report, are self explanatory in this regard and hence do not call for any further clarification. The Auditors' Report does not contain any qualification, reservation or adverse remark.

It is proposed to re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors for a period of three years from the conclusion of Eight Annual General Meeting till the conclusion of Eleventh Annual General Meeting of the Company., subject to Annual ratification by shareholders at every Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Neelesh Jain, Company Secretaries in practice of M/s NKJ & Associates to undertake the Secretarial Audit of the Company. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is annexed herewith as "Annexure B".

COST AUDITORS

M/s. Ajay Kumar Singh & Co., Cost Accountants, have been re-appointed as Cost Auditors for the financial year 2014-15, to conduct cost audit of the accounts maintained by the Company. Full particulars of the Cost Auditor are as under:

M/s. Ajay Kumar Singh & Co.
1/26, 2nd Floor, Lalita Park, Laxmi Nagar, Delhi-110092
Tel. No. : 011-45595822; Email ID – Info@cmaadvisors.in
(Firm's Regn. No.000386)

Your Board has duly examined the Report issued by the Cost Auditors of the Company on the Accounts for the financial year ended March 31, 2015. The Cost Auditors' Report does not contain any qualification, reservation or adverse remark. Your Company has re-appointed M/s. Ajay Kumar Singh & Co., Cost Accountants as Cost Auditor under Section 148 of the Companies Act, 2013 for Cost Audit for the financial year 2015-16.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of the loans, guarantees given and investments made by the Company are given in the Notes to the Financial Statements.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.dennetworks.com/corporate_gov.htm

Your Directors draw attention of the members to Notes to the Financial Statements which sets out related party disclosures.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

EMPLOYEES' STOCK OPTION SCHEME

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the applicable SEBI Guidelines. The applicable disclosures as stipulated under the SEBI Guidelines as on March 31, 2015 with regard to the Employees' Stock Option Scheme (ESOS) are provided in "Annexure C" to this Report.

The issue of equity shares pursuant to exercise of options does not affect the Statement of Profit and Loss of the Company, as the exercise is made not below the market price prevailing as on the date of the grant.

The Company has received a certificate from the Auditors of the Company that the Scheme has been implemented in accordance with the SEBI Guidelines and the resolution passed by the members. The certificate would be placed at the Annual General Meeting for inspection by members.

Voting rights on the shares issued to employees under the ESOS are either exercised by them directly or through their appointed proxy.

CREDIT RATING

The Company's financial discipline and prudence is reached in the stable credit rating by rating agency as given below:

| Instrument | Rating Agency | Rating | Outlook |
|-----------------|---------------|--------|---------|
| Long Term Debt | ICRA | A | Stable |
| Short Term Debt | ICRA | A1 | Stable |

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company’s website at the link: http://www.dennetworks.com/corporate_gov.htm

The key philosophy of all CSR initiatives of the Company is guided by three core commitments of Scale, Impact and Sustainability.

The Company has identified following focus areas of engagement which are as under:

| | |
|----------------------------|---|
| Rural Transformation | Creating sustainable livelihood solutions, addressing poverty, hunger and malnutrition |
| Health | Affordable solutions for healthcare through improved access , awareness and health seeking behavior |
| Education | Environmental sustainability, ecological balance, conservation of natural resources |
| Arts, Heritage and Culture | Protection and promotion of India’s art, culture and heritage |
| Environment | Environmental sustainability, ecological balance, conservation of natural resources |
| Disaster Response | Managing and responding to disaster |
| Promotion of Sports | Training to promote rural sports, nationally recognized sports, Paralympics sports, Olympic sports and promote sports at gross root level |
| Community Development | Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes etc. |
| Other Initiatives | To undertake other need based initiatives in compliance with Schedule VII of the Companies Act, 2013 |

During the year, the Company has spent Rs. 41.81 Lacs on promotion of sports.

The Annual Report on CSR activities is annexed herewith marked as “Annexure D”.

RISK MANAGEMENT

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with

the responsibility to assist the Board in (a) Overseeing and approving the Company’s enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Committee. The Company’s management systems, organizational structures, processes, standards, code of conduct and behaviors together form the DEN Management System that governs how the Group conducts the business of the Company and manages associated risks.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code laid down by the Board is known as “Code of Business Conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website www.dennetworks.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

AUDIT COMMITTEE

The composition of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013. The Audit Committee comprises of :-

| S.No. | Name of the Member | Designation |
|-------|---------------------|-------------|
| 1. | Mr. Ajaya Chand | Chairman |
| 2. | Mr. Robindra Sharma | Member |
| 3. | Mr. Shahzaad Dalal | Member |

All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and Stakeholder Responsibility.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the Designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Directors and the Designated Employees have confirmed compliance with the Code.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 of Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of remuneration details and details of employees of the Company will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on details of remuneration of directors and employees' particulars which are available for inspection by the members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new Act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up a Committee for implementation of said Policy. During the year The Company has not received any complaint of harassment.

DETAILS OF UNCLAIMED SHARES AS PER CLAUSE 5A OF THE LISTING AGREEMENT

Dematerialization credit of 309 equity shares of Rs.10 each, for four allottees could not happen till date, due to incorrect particulars of account holders. The Company through its Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, had sent several reminders to these allottees and in the absence of any response from any of them, had finally transferred the aforesaid equity shares to 'Den Networks Limited – Unclaimed Securities Suspense Account'. As required under Clause 5A of the Listing

Agreement, following is the status of outstanding shares lying in the aforesaid account as on March 31, 2015:

| Particulars | No. of Shareholders | No. of Equity Shares |
|---|---------------------|----------------------|
| Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. 1 st April, 2014 / transferred to Account during the year ended 31 st March, 2015 | 4 | 309 |
| Number of shareholders who approached to the Company / RTA for transfer of shares from Unclaimed Suspense Account during the year ended 31 st March 2015 | Nil | Nil |
| Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended 31 st March 2015 | Nil | Nil |
| Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. as on 31 st March, 2015. | 4 | 309 |

The voting rights on these shares are frozen till the rightful owner of these shares claims the shares.

CORPORATE GOVERNANCE

We at DEN believe that sound Corporate Governance is critical in enhancing and retaining stakeholders trust. Our priority is attainment of all performance goals with integrity. The Company is committed to maintain the highest Standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. A certificate from practicing Company Secretary regarding compliance of the conditions of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is attached to the Report on Corporate Governance. Certificate of the CEO/ CFO, inter alia, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is attached in the Corporate Governance report and forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to provisions of the Companies Act, 2013 and applicable rules thereof, the following information is provided:

Conservation of Energy

Your Company is not an energy intensive unit; however possibilities are continuously explored to conserve energy and to reduce energy consumption at production & editing facilities, studios, workstations of the Company.

Technology Absorption

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

Foreign Exchange Earnings and Outgo

Disclosure of foreign exchange earnings and outgo as required under Rule 2(C) is given in “Notes on Accounts” forming part of the Audited Annual Accounts.

| | (Rs. in million) |
|---------------------------|------------------|
| Foreign Exchange Earnings | 0.43 |
| Foreign Exchange Outgo | 1623.24 |

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company’s operations in future.
6. Material changes and commitments, affecting the financial position of the company.
7. Change in the nature of business.
8. Disclosure u/s 67(3) in respect of voting rights not exercised by employees in respect of shares to which the scheme relates.
9. Re-appointment of Independent Director after 5 years u/s 149(10).

Your Directors further state that during the year under review, there were no cases led pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors place on record their gratitude to the Central Government, State Government, Company’s Bankers and business partners for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

For and on behalf of the Board of Directors
Sd/-
Chairman Managing Director

Place: New Delhi
Date: 31-07-2015

| ANNEXURE INDEX | |
|-----------------------|---|
| Annexure | Content |
| A | Annual Return Extract in Form MGT-9 I. Registration and other details II. Principal business activities of the Company III. Particulars of Holding, Subsidiary and Associate Companies IV. Shareholding pattern (equity share capital breakup as percentage of total equity) V. Indebtedness VI. Remunerations VII. Penalties/Punishment/Compounding of offences |
| B | MR-3 Secretarial Audit Report |
| C | ESOP Disclosure(s) |
| D | Annual Report on Corporate Social Responsibility |

"ANNEXURE A" TO BOARDS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on
31st March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i) CIN: L92490DL2007PLC165673
- ii) Registration Date: 10/07/2007
- iii) Name of the Company: DEN Networks Limited
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the Registered office and contact details:
 236, Okhla Industrial Estate, Phase-III, New Delhi-110020
 Ph: +91 11 4052 2200; Fax: +91 11-4052 2203
 Email: investorrelations@denonline.in
- vi) Whether listed company: YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent:
 M/s Karvy Computershare Private Limited
 Karvy House, 46 Avenue 4, Street No. 1, Banjara Hills, Hyderabad- 500 034
 Ph: +91 40 2342 0815; Fax: +91 40 2342 0814
 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Cable Distribution Services | 602 | 97% |

| | | |
|-------------|--|-----------------------|
| III. | PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES | <i>Attachment 1</i> |
| IV. | SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) | |
| | <i>Category-wise Shareholding</i> | <i>Attachment 2</i> |
| | <i>Shareholding of Promoters</i> | <i>Attachment 3</i> |
| | <i>Change in Promoters' Shareholding (please specify, if there is no change)</i> | <i>Not Applicable</i> |
| | <i>Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)</i> | <i>Attachment 4</i> |
| | <i>Shareholding of Directors and Key Managerial Personnel</i> | <i>Attachment 5</i> |
| V | INDEBTEDNESS | <i>Attachment 6</i> |
| VI | REMUNERATIONS | |
| | <i>REMUNERATION TO MD, WTD AND/OR MANAGER</i> | <i>Attachment 7</i> |
| | <i>REMUNERATION OF DIRECTORS</i> | <i>Attachment 8</i> |
| | <i>REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD</i> | <i>Attachment 9</i> |
| VII | PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES | <i>Attachment 10</i> |

ATTACHMENT 1 TO ANNEXURE A

| S. No. | Name of Company | Address of the Company | CIN No. | Holding/ Subsidiary/ Associate | Equity Holding of DEN/ Subsidiary | Applicable Section |
|--------|---|--|-----------------------|--------------------------------|-----------------------------------|--------------------|
| 1 | Den Futuristic Cable Networks Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U28910DL2007PTC169149 | Subsidiary | 100.00 | 2(87) (ii) |
| 2 | Den Entertainment Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92112DL1998PTC091569 | Subsidiary | 100.00 | 2(87) (ii) |
| 3 | DEN Digital Entertainment Gujarat Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32204DL2007PTC166714 | Subsidiary | 100.00 | 2(87) (ii) |
| 4 | Aster Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72300DL2007PTC168269 | Subsidiary | 100.00 | 2(87) (ii) |
| 5 | Shine Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64204DL2008PTC183749 | Subsidiary | 100.00 | 2(87) (ii) |
| 6 | DEN Sports & Entertainment Private Limited (formerly known as IME Networks Private Limited) | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U52590DL2008PTC183649 | Subsidiary | 100.00 | 2(87) (ii) |
| 7 | DEN Soccer Private Limited (formerly known as Astron Media Networks Private Limited) | 236, Okhla Industrial Estate, New Delhi-110020 | U92190DL2010PTC204635 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 8 | Mahavir Den Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74900DL2009PTC192223 | Subsidiary | 51.15 | 2(87) (ii) |
| 9 | DEN BCN Suncity Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U45400DL2007PTC171510 | Subsidiary | 51.02 | 2(87) (ii) |
| 10 | DEN Prayag Cable Networks Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32204DL2007PTC167574 | Indirect Subsidiary | 75.00 | 2(87) (ii) |
| 11 | DEN Crystal Vision Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72300DL2007PTC171606 | Subsidiary | 51.01 | 2(87) (ii) |
| 12 | DEN Harsh Mann Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32200DL2007PTC171679 | Subsidiary | 51.00 | 2(87) (ii) |
| 13 | Den Kashi Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U15122DL2007PTC169854 | Subsidiary | 51.00 | 2(87) (ii) |
| 14 | DEN Krishna Cable TV Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92130DL2007PTC171613 | Subsidiary | 74.00 | 2(87) (ii) |
| 15 | Den Mahendra Satellite Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32200DL2007PTC171687 | Subsidiary | 60.00 | 2(87) (ii) |
| 16 | Den Mod Max Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U45400DL2007PTC171553 | Subsidiary | 51.00 | 2(87) (ii) |
| 17 | DEN Pawan Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72900DL2007PTC171513 | Subsidiary | 63.00 | 2(87) (ii) |
| 18 | Den Pradeep Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64202DL2008PTC172764 | Subsidiary | 50.99 | 2(87) (ii) |
| 19 | Den Prince Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72900DL2007PTC171605 | Subsidiary | 51.00 | 2(87) (ii) |
| 20 | DEN Varun Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64200DL2008PTC172193 | Subsidiary | 51.00 | 2(87) (ii) |
| 21 | DEN Patel Entertainment Network Private Limited | 45/299, Gujrat Housing Board, Palanpur Patiya, Rander Road, Surat-395009, Gujrat | U92190GJ2008PTC052588 | Subsidiary | 51.00 | 2(87) (ii) |
| 22 | Mahadev Den Cable Network Private Limited | A-1, Fourth Floor, Samath Park Appartment, Chappra Bhatta Road, Amroli Char Rasta, Amroli, Surat-394 017 | U92190GJ2008PTC052585 | Subsidiary | 51.00 | 2(87) (ii) |
| 23 | Mahadev Den Network Private Limited | C-1/31, ALTHANTENAMENT, BHATAR CHAR RASTA, SURAT-395001, Gujarat | U92490GJ2008PTC052589 | Subsidiary | 94.72 | 2(87) (ii) |
| 24 | Den-Manoranjan Satellite Private Limited | Plot No. 212, Sector No. 21, Yamuna Nagar, Nigdi, Pune-411 044 | U93132PN2000PTC014507 | Subsidiary | 51.00 | 2(87) (ii) |
| 25 | Meerut Cable Network Private Limited | 2nd Floor, Niranjn Vatika, Near Bachha Park, Begum Bridge, Meerut, Uttar Pradesh-250002 | U92132UP2003PTC027856 | Subsidiary | 51.00 | 2(87) (ii) |
| 26 | Shree Sidhivinayak Cable Network Private Limited | 304, Param Complex, VMC Gas Office, Dandi Bazar, Baroda 1, Gujarat | U74999GJ2006PTC047655 | Subsidiary | 51.00 | 2(87) (ii) |
| 27 | Radiant Satellite (India) Private Limited | 106, Vallbari, Gumanpura, Kota-324 007 | U72200RJ2006PTC022867 | Subsidiary | 51.00 | 2(87) (ii) |

| S. No. | Name of Company | Address of the Company | CIN No. | Holding/ Subsidiary/ Associate | Equity Holding of DEN/ Subsidiary | Applicable Section |
|--------|--|---|-----------------------|--------------------------------|-----------------------------------|--------------------|
| 28 | Den Montooshah Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92130DL2008PTC180783 | Subsidiary | 100.00 | 2(87) (ii) |
| 29 | Den RIS Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72900DL2008PTC172190 | Subsidiary | 100.00 | 2(87) (ii) |
| 30 | Den Bellary City Cable Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U31300DL2008PTC184082 | Subsidiary | 100.00 | 2(87) (ii) |
| 31 | Den Mewar Rajdev Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72900DL2008PTC174717 | Subsidiary | 99.51 | 2(87) (ii) |
| 32 | Den Radiant Satellite Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32300DL2008PTC174699 | Subsidiary | 65.00 | 2(87) (ii) |
| 33 | Den Enjoy Cable Networks Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32204DL2007PTC168283 | Subsidiary | 51.00 | 2(87) (ii) |
| 34 | Den Satellite Cable TV Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32200DL2007PTC171688 | Subsidiary | 51.00 | 2(87) (ii) |
| 35 | Den Maa Sharda Vision Cable Networks Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22210DL2007PTC169459 | Subsidiary | 51.00 | 2(87) (ii) |
| 36 | Den Fateh Marketing Private Limited | C/o Singh Automobile, Opposite Nagar Nigam, Bareilly-243001 | U52599UP2007PTC032860 | Subsidiary | 51.00 | 2(87) (ii) |
| 37 | Den Jai Ambey Vision Cable Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22130DL2008PTC176266 | Subsidiary | 51.00 | 2(87) (ii) |
| 38 | Den Classic Cable TV Services Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U45400DL2008PTC172523 | Subsidiary | 51.00 | 2(87) (ii) |
| 39 | Den Digital Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U45400DL2008PTC174017 | Subsidiary | 51.00 | 2(87) (ii) |
| 40 | Den F K Cable TV Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72900DL2008PTC175841 | Subsidiary | 51.00 | 2(87) (ii) |
| 41 | Den Shiva Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2008PTC176512 | Subsidiary | 87.27 | 2(87) (ii) |
| 42 | Den Sky Media Network Private Limited | 6, Greater Kailash Colony, Lal Kothi, Jaipur-302016 | U64202RJ2008PTC026471 | Subsidiary | 99.33 | 2(87) (ii) |
| 43 | Den Bindra Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32200DL2008PTC179490 | Subsidiary | 51.00 | 2(87) (ii) |
| 44 | Den Nashik City Cable Network Private Limited | First Floor, Below Vighnhar Hospital, Mayur Plaza, Near Dwarka, Nashik-422 001, Maharashtra | U92190MH2007PTC171273 | Subsidiary | 51.00 | 2(87) (ii) |
| 45 | Den Supreme Satellite Vision Private Limited | 710, Prabhat Centre Annexe, Sector 6, CBD Belapur, Navi Mumbai-400 614 | U74900MH2008PTC181400 | Subsidiary | 51.00 | 2(87) (ii) |
| 46 | Den MCN Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64200DL2008PTC176265 | Subsidiary | 51.00 | 2(87) (ii) |
| 47 | Drashti Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74120DL2008PTC173551 | Subsidiary | 51.01 | 2(87) (ii) |
| 48 | Den Ashu Cable Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74900DL2008PTC182001 | Subsidiary | 51.00 | 2(87) (ii) |
| 49 | DEN Ambey Cable Networks Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92130DL2007PTC167995 | Subsidiary | 59.62 | 2(87) (ii) |
| 50 | Den Aman Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22300DL2008PTC182743 | Subsidiary | 51.00 | 2(87) (ii) |
| 51 | Den Budaun Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64203DL2008PTC180352 | Subsidiary | 51.00 | 2(87) (ii) |
| 52 | Den Narmada Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74120DL2008PTC176490 | Subsidiary | 97.12 | 2(87) (ii) |
| 53 | DEN Malayalam Telenet Private Limited | 3rd Floor, Parapilly Buildings, S.A. Road, Panampilly Road, Cochin, Kerala-682036 | U64204KL2004PTC016811 | Subsidiary | 51.00 | 2(87) (ii) |
| 54 | Den Elgee Cable Vision Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32200DL2008PTC181773 | Subsidiary | 51.00 | 2(87) (ii) |
| 55 | Den Rajkot City Communication Private Limited | 3rd Floor, Rameshwar Apartment, 4-Manhar Plot, Mangala Road, Rajkot, Gujarat-360001 | U64204GJ2006PTC049169 | Subsidiary | 50.98 | 2(87) (ii) |
| 56 | Den Malabar Cable Vision Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32304DL2008PTC180671 | Subsidiary | 51.00 | 2(87) (ii) |
| 57 | Den Infoking Channel Entertainers Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64200DL2008PTC183102 | Subsidiary | 96.88 | 2(87) (ii) |

| S. No. | Name of Company | Address of the Company | CIN No. | Holding/ Subsidiary/ Associate | Equity Holding of DEN/ Subsidiary | Applicable Section |
|--------|--|--|-----------------------|--------------------------------|-----------------------------------|--------------------|
| 58 | Amogh Broad Band Services Private Limited | BDA Industrial Site No.7, 3rd Floor, 17th Cross, K.R Road, Banashankari 2nd Stage, Bangalore-560070 | U64202KA2004PTC034006 | Subsidiary | 100.00 | 2(87) (ii) |
| 59 | Den Ambey Jhansi Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64203DL2008PTC183964 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 60 | Den Ambey Farukabad Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64203DL2008PTC183996 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 61 | Den UCN Network India Private Limited | 4/107, B Rameshbat Building, Near Vaikunta Valinga Law College, Kunjibettu, Udupi, Karnataka-576102 | U92131KA2009PTC050349 | Subsidiary | 51.00 | 2(87) (ii) |
| 62 | Galaxy Den Media & Entertainment Private Limited | Jay Srinivas Colony-3, Summer Club Road, Jamnagar, Gujarat-361005 | U64204GJ2008PTC054775 | Subsidiary | 51.00 | 2(87) (ii) |
| 63 | Fortune (Baroda) Network Private Limited | C301, Yesh Apartments, NRL Jain Temple, Manjalpur, Baroda, Gujarat-390011 | U72200GJ2003PTC043302 | Subsidiary | 51.00 | 2(87) (ii) |
| 64 | Bali Den Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64204DL2008PTC183656 | Subsidiary | 51.04 | 2(87) (ii) |
| 65 | Den Citi Channel Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92130DL2008PTC180353 | Subsidiary | 51.00 | 2(87) (ii) |
| 66 | Fab Den Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64200DL2008PTC185866 | Subsidiary | 51.00 | 2(87) (ii) |
| 67 | Den Satellite Network Private Limited | 401/402, Sentinel Above Pizza Hut, Aadishankar Acharya Marg, Hiranandani Garden, Powai, Mumbai-400076 | U74990MH2008PTC177440 | Subsidiary | 50.00 | 2(87) (i) |
| 68 | United Cable Network (Digital) Private Limited | G-9, Shreeji Ashtha Avenues, Near A. C. Nilsen, Opp Balaji Hospital, Ellora Park, Vadodara, Gujarat-390007 | U64204GJ2008PTC054677 | Subsidiary | 51.00 | 2(87) (ii) |
| 69 | Shri Ram Den Network Private Limited | Rayon Housing Society No. 2, Building No.5, Block No. 51, Veraval, Gujarat-362226 | U64204GJ2008PTC053704 | Subsidiary | 51.00 | 2(87) (ii) |
| 70 | Den Krishna Vision Private Limited | 22, Guru Govind Nagar, Opp. Amidhara Wadi, Adajan Patia, Rander Road, Surat, Gujarat-395009 | U64204GJ2008PTC054996 | Subsidiary | 51.00 | 2(87) (ii) |
| 71 | Cab-i-Net Communications Private Limited | R No. 24, Chirakkadav Panchayat Shopping Complex, Ponkkunam Kanjirappally, Kottayam, Kerala-686506 | U64204KL2003PTC016398 | Subsidiary | 51.02 | 2(87) (ii) |
| 72 | Den Sariga Communications Private Limited | Sunaina Building, Moonampadi, Malappuram, Kerala-676505 | U92100KL2010PTC025881 | Subsidiary | 51.00 | 2(87) (ii) |
| 73 | Den Sahyog Cable Network Private Limited | A-11, Alnoor Society, Near G.E.B Power House, National Highway, Balasinor, Nadiad, Gujarat-388255 | U64204GJ2008PTC054811 | Subsidiary | 51.00 | 2(87) (ii) |
| 74 | Den Kattakada Telecasting and Cable Services Private Limited | 5/229, Punnamkonam, Kachani, Vattiyoorkavu, Trivandrum, Kerala-695013 | U64204KL2010PTC026349 | Subsidiary | 51.00 | 2(87) (ii) |
| 75 | Den A.F. Communication Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74120DL2008PTC185868 | Subsidiary | 51.00 | 2(87) (ii) |
| 76 | Sree Gokulam Starnet Communication Private Limited | 66 Arcot Roadkodambakkam, Chennai 600 024, Tamilnadu | U92132TN2000PTC046037 | Subsidiary | 51.00 | 2(87) (ii) |
| 77 | Big Den Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2010PTC211666 | Subsidiary | 51.00 | 2(87) (ii) |
| 78 | Star Den Media Services Private Limited | Star House, Urmi Estate, 95 Ganpatrao Kadam Marg, Lower Parel (W), Mumbai-400013, Maharashtra | U22222MH2007PTC192620 | Joint Venture | 50.00 | 2(6) |
| 79 | Den Ambey Citi Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22200DL2007PTC169460 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 80 | Den Deva Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64202DL2008PTC172403 | Indirect Subsidiary | 51.00 | 2(87) (ii) |

| S. No. | Name of Company | Address of the Company | CIN No. | Holding/ Subsidiary/ Associate | Equity Holding of DEN/ Subsidiary | Applicable Section |
|--------|---|--|-----------------------|--------------------------------|-----------------------------------|--------------------|
| 81 | Kerela Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64204DL2008PTC183969 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 82 | Rajasthan Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92190DL2010PTC211326 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 83 | Uttar Pradesh Digital Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2011PTC212548 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 84 | Matrix Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92190DL2011PTC214646 | Subsidiary | 100.00 | 2(87) (ii) |
| 85 | Capital Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92190DL2011PTC212462 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 86 | Shaakumabari Den Media Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2011PTC224361 | Subsidiary | 100.00 | 2(87) (ii) |
| 87 | Star Channel Den Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64204DL2008PTC183868 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 88 | Den Nanak Communication Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64200DL2008PTC173372 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 89 | Den Saya Channel Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U72900DL2008PTC178181 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 90 | Den Faction Communication System Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32202DL2008PTC176973 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 91 | Fun Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2010PTC211506 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 92 | Den Enjoy Navaratan Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U64200DL2008PTC173660 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 93 | Kishna DEN Cable Networks Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74900DL2009PTC188100 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 94 | Divya Drishti Den Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74900DL2009PTC192059 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 95 | DEN New Broad Communication Private Limited | P P Chambers, 3rd Floor, Near Kdmc Bhagat Singh Path Dombivali East, Thane, Maharashtra-421201 | U93090MH2010PTC202739 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 96 | DEN Enjoy SBNM Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2011PTC212146 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 97 | Sanmati DEN Cable TV Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22190DL2011PTC222875 | Subsidiary | 51.00 | 2(87) (ii) |
| 98 | Sanmati Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2011PTC215278 | Subsidiary | 51.00 | 2(87) (ii) |
| 99 | Crystal Vision Media Private Limited | E-7, II nd Floor, Kalka Ji, Delhi-110019 | U32200DL2008PTC178126 | Subsidiary | 51.00 | 2(87) (ii) |
| 100 | Den Steel City Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2011PTC212150 | Subsidiary | 51.00 | 2(87) (ii) |
| 101 | Multi Channel Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22100DL2011PTC223086 | Subsidiary | 51.00 | 2(87) (ii) |
| 102 | Victor Cable TV Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92190DL2011PTC214185 | Subsidiary | 51.00 | 2(87) (ii) |
| 103 | Gemini Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92190DL2011PTC214388 | Subsidiary | 51.00 | 2(87) (ii) |
| 104 | Ambika DEN Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2011PTC214705 | Subsidiary | 51.00 | 2(87) (ii) |
| 105 | Saturn Digital Cable Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2011PTC214655 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 106 | Multi Star Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U32201DL2011PTC222729 | Subsidiary | 51.00 | 2(87) (ii) |
| 107 | DEN VM Magic Entertainment Private Limited | First Floor, Harsh Plaza, 4D, Meerabi Marg, Lucknow, U.P-226001 | U93000UP2011PTC045043 | Subsidiary | 51.00 | 2(87) (ii) |
| 108 | Antique Communications Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22210DL2011PTC225171 | Subsidiary | 51.00 | 2(87) (ii) |
| 109 | Bhadohi DEN Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2011PTC216382 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 110 | Disk Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U93000DL2011PTC228033 | Subsidiary | 51.00 | 2(87) (ii) |
| 111 | Eminent Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92400DL2012PTC231558 | Subsidiary | 51.00 | 2(87) (ii) |

| S. No. | Name of Company | Address of the Company | CIN No. | Holding/ Subsidiary/ Associate | Equity Holding of DEN/ Subsidiary | Applicable Section |
|--------|--|---|-----------------------|--------------------------------|-----------------------------------|--------------------|
| 112 | Silverline Television Network Private Limited | P-31 Nani Gopal Roy Chowdhury Avenue, Entally, Kolkata, West Bengal-700014 | U93000WB2011PTC169094 | Subsidiary | 51.00 | 2(87) (ii) |
| 113 | Skynet Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74140DL2011PTC228312 | Indirect Subsidiary | 100.00 | 2(87) (ii) |
| 114 | Ekta Entertainment Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2010PTC210266 | Subsidiary | 51.00 | 2(87) (ii) |
| 115 | DEN STN Television Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U74300DL2012PTC230263 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 116 | Devine Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22211DL2011PTC223652 | Subsidiary | 51.00 | 2(87) (ii) |
| 117 | Nectar Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U22100DL2011PTC224182 | Subsidiary | 51.00 | 2(87) (ii) |
| 118 | Trident Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92130DL2012PTC231610 | Subsidiary | 51.00 | 2(87) (ii) |
| 119 | DEN ADN Network Private Limited | 11/15, 3rd Floor, East Patel Nagar, New Delhi-110008 | U74999DL2011PTC227604 | Subsidiary | 51.00 | 2(87) (ii) |
| 120 | CCN DEN Network Private Limited | C-1/9, Krishna Nagar, Delhi-110051 | U74900DL2011PTC228433 | Subsidiary | 51.00 | 2(87) (ii) |
| 121 | Rose Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92190DL2012PTC232947 | Subsidiary | 51.00 | 2(87) (ii) |
| 122 | Multitrack Cable Network Private Limited | 75, Ram Nagar Colony, Shahjahanpur, 242001, Uttar Pradesh | U93030UP2012PTC050744 | Subsidiary | 51.01 | 2(87) (ii) |
| 123 | Blossom Entertainment Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC231482 | Subsidiary | 51.00 | 2(87) (ii) |
| 124 | Glimpse Communications Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U93000DL2011PTC225601 | Subsidiary | 51.00 | 2(87) (ii) |
| 125 | Indradhanush Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC243484 | Subsidiary | 51.00 | 2(87) (ii) |
| 126 | Adhunik Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC243760 | Subsidiary | 51.00 | 2(87) (ii) |
| 127 | Pee Cee Cable Network Private Limited | Anantpur, Ranchi, Jharkhand-834001 | U64200JH2013PTC000961 | Subsidiary | 51.00 | 2(87) (ii) |
| 128 | Libra Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC246586 | Subsidiary | 51.00 | 2(87) (ii) |
| 129 | Srishti DEN Networks Private Limited (formerly known as Platinum Cable TV Network Private Limited) | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2012PTC235925 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 130 | Maitri Cable Network Private Limited* | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2013PTC249134 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 131 | Melody Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2013PTC249148 | Indirect Subsidiary | 60.00 | 2(87) (ii) |
| 132 | Mountain Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92130DL2013PTC248531 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 133 | Portrait Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2013PTC249351 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 134 | Mansion Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC246019 | Subsidiary | 66.00 | 2(87) (ii) |
| 135 | Den Discovery Digital Networks Private Limited | Office No.103, Mayur Plaza, 1st Floor, Wadala Naka, Nashik-422002, Maharashtra | U74900MH2013PTC240517 | Subsidiary | 51.00 | 2(87) (ii) |
| 136 | Jhankar Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC243921 | Subsidiary | 51.00 | 2(87) (ii) |
| 137 | DEN ABC Cable Network Ambarnath Private Limited | 201 / 202, Plot No.2, Pratibha Appartment, Kansai Section, Shivaji Chowk, Ambarnath East, Thane, Maharashtra – 421501 | U74996MH2012PTC231855 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 138 | Den Premium Multilink Cable Network Private Limited | Shop No. 5, Kapote Meher Market, Wadala Naka, Nashik-422001, Maharashtra | U74990MH2010PTC201849 | Subsidiary | 51.00 | 2(87) (ii) |
| 139 | Konark IP Dossiers Private Limited | 1St Floor, Himath Plaza, Powai Chowk, Ulhasnagar, Maharashtra – 421003 | U22222MH2010PTC199749 | Indirect Subsidiary | 50.00 | 2(87) (ii) |
| 140 | Scorpio Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92490DL2012PTC246211 | Subsidiary | 51.00 | 2(87) (ii) |

| S. No. | Name of Company | Address of the Company | CIN No. | Holding/ Subsidiary/ Associate | Equity Holding of DEN/ Subsidiary | Applicable Section |
|--------|---|---|-----------------------|--------------------------------|-----------------------------------|--------------------|
| 141 | Angel Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92100DL2013PTC258418 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 142 | Desire Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U93000DL2013PTC261455 | Subsidiary | 51.00 | 2(87) (ii) |
| 143 | Marble Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92412DL2013PTC258465 | Subsidiary | 51.00 | 2(87) (ii) |
| 144 | Augment Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U92120DL2013PTC258409 | Subsidiary | 51.00 | 2(87) (ii) |
| 145 | ABC Cable Network Private Limited | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U93000DL2013PTC262119 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 146 | DENMTN Star Vision Networks Private Limited | 4/398, Irimpanam-Eroor Road, Irimpanam, Tripunithura Municipality, Ernakulam, Kerala – 682309 | U64204KL2013PTC033302 | Indirect Subsidiary | 51.00 | 2(87) (ii) |
| 147 | Macro Commerce Private Limited* | C-148, Mayapuri Industrial Area, Phase-II, New Delhi-110064 | U93000DL2014PTC264313 | Joint Venture | 50.00 | 2(6) |

* Added during the year.

ATTACHMENT 2 TO ANNEXURE A
Category-wise Shareholding

| CATEGORY OF SHAREHOLDER | No. of Shares held at the beginning of the year (01-04-2014) | | | No. of Shares held at the end of the year (31-03-2015) | | | % change during the year | |
|--|--|----------|-------------------|--|-------------------|----------|--------------------------|--------------|
| | Demat | Physical | Total | % of total shares | Demat | Physical | | Total |
| (A) PROMOTER AND PROMOTER GROUP | | | | | | | | |
| (1) INDIAN | | | | | | | | |
| (a) Individual / HUF | 50,807,950 | - | 50,807,950 | 28.51 | 50,807,950 | - | 50,807,950 | 28.51 |
| (b) Central Government/State Government(s) | - | - | - | 0.00 | - | - | - | 0.00 |
| (c) Bodies Corporate | 20,552,470 | - | 20,552,470 | 11.53 | 20,552,470 | - | 20,552,470 | 11.53 |
| (d) Financial Institutions / Banks | - | - | - | 0.00 | - | - | - | 0.00 |
| (e) Others | - | - | - | 0.00 | - | - | - | 0.00 |
| Sub-Total A(1) : | 71,360,420 | - | 71,360,420 | 40.05 | 71,360,420 | - | 71,360,420 | 40.05 |
| (2) FOREIGN | | | | | | | | |
| (a) Individuals (NRIs/Foreign Individuals) | - | - | - | 0.00 | - | - | - | 0.00 |
| (b) Bodies Corporate | - | - | - | 0.00 | - | - | - | 0.00 |
| (c) Institutions | - | - | - | 0.00 | - | - | - | 0.00 |
| (d) Qualified Foreign Investor | - | - | - | 0.00 | - | - | - | 0.00 |
| (e) Others | - | - | - | 0.00 | - | - | - | 0.00 |
| Sub-Total A(2) : | - | - | - | 0.00 | - | - | - | 0.00 |
| Total A=A(1)+A(2) | 71,360,420 | - | 71,360,420 | 40.05 | 71,360,420 | - | 71,360,420 | 40.05 |
| (B) PUBLIC SHAREHOLDING | | | | | | | | |
| (1) INSTITUTIONS | | | | | | | | |
| (a) Mutual Funds / UTI | 3,352,985 | - | 3,352,985 | 1.88 | 459,159 | - | 459,159 | 0.26 |
| (b) Financial Institutions / Banks | 1,894,529 | - | 1,894,529 | 1.06 | 1,900,609 | - | 1,900,609 | 1.07 |
| (c) Central Government / State Government(s) | - | - | - | 0.00 | - | - | - | 0.00 |
| (d) Venture Capital Funds | - | - | - | 0.00 | - | - | - | 0.00 |
| (e) Insurance Companies | - | - | - | 0.00 | - | - | - | 0.00 |
| (f) Foreign Institutional Investors | 29,900,930 | - | 29,900,930 | 16.78 | 37,270,927 | - | 37,270,927 | 20.92 |

| CATEGORY OF SHAREHOLDER | No. of Shares held at the beginning of the year (01-04-2014) | | | | No. of Shares held at the end of the year (31-03-2015) | | | | |
|---|--|----------|-------------|-------------------|--|----------|-------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | % change during the year |
| (g) Foreign Venture Capital Investors | - | - | - | 0.00 | - | - | - | 0.00 | 0.00 |
| (h) Qualified Foreign Investor | 1,105,883 | - | 1,105,883 | 0.62 | - | - | - | 0.00 | -0.62 |
| (i) Others | - | - | - | 0.00 | - | - | - | 0.00 | 0.00 |
| Sub-Total B(1) : | 36,254,327 | - | 36,254,327 | 20.34 | 39,630,695 | - | 39,630,695 | 22.24 | 1.90 |
| (2) NON-INSTITUTIONS | | | | | | | | | |
| (a) Bodies Corporate | 17,822,578 | - | 17,822,578 | 10.00 | 15,405,839 | - | 15,405,839 | 8.65 | -1.36 |
| (b) Individuals | 1,177,521 | 92,839 | 1,270,360 | 0.71 | 1,923,754 | 74,412 | 1,998,166 | 1.12 | 0.41 |
| (i) Individuals holding nominal share capital upto Rs.1 lakh | | | | | | | | | |
| (ii) Individuals holding nominal share capital in excess of Rs.1 lakh | 9,320,888 | 137,790 | 9,458,678 | 5.31 | 8,451,474 | 137,790 | 8,589,264 | 4.82 | -0.49 |
| (c) Others | | | | | | | | | |
| FOREIGN BODIES | 40,848,110 | - | 40,848,110 | 22.92 | 40,848,110 | - | 40,848,110 | 22.92 | 0.00 |
| CLEARING MEMBERS | 36,990 | - | 36,990 | 0.02 | 133,386 | - | 133,386 | 0.07 | 0.05 |
| NON RESIDENT INDIANS | 1,148,343 | - | 1,148,343 | 0.64 | 73,226 | - | 73,226 | 0.04 | -0.60 |
| TRUSTS | - | - | - | 0.00 | 160,700 | - | 160,700 | 0.09 | 0.09 |
| Qualified Foreign Investor | | | | | | | | | |
| Sub-Total B(2) : | 70,354,430 | 230,629 | 70,585,059 | 39.61 | 66,996,489 | 212,202 | 67,208,691 | 37.72 | -1.89 |
| Total B=B(1)+B(2) : | 106,608,757 | 230,629 | 106,839,386 | 59.95 | 106,627,184 | 212,202 | 106,839,386 | 59.95 | 0.00 |
| Total (A+B) : | 177,969,177 | 230,629 | 178,199,806 | 100.00 | 177,987,604 | 212,202 | 178,199,806 | 100.00 | 0.00 |
| Shares held by custodians, against which Depository Receipts have been issued | | | | | | | | | |
| (1) Promoter and Promoter Group | - | - | - | - | - | - | - | - | 0.00 |
| (2) Public | | | | | | | | | 0.00 |
| GRAND TOTAL (A+B+C) : | 177,969,177 | 230,629 | 178,199,806 | 100.00 | 177,987,604 | 212,202 | 178,199,806 | 100.00 | 0.00 |

ATTACHMENT 3 TO ANNEXURE A**Shareholding of Promoters**

| S. No. | Name of the Shareholder | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|--------|-------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--------------------------|
| | | No. of Shares | % of total shares of the company | % of shares pledged/encumbered to total shares | No. of Shares | % of total shares of the company | % of shares pledged/encumbered to total shares | % change during the year |
| 1 | SAMEER MANCHANDA | 46,654,550 | 26.18 | Nil | 46,654,550 | 26.18 | Nil | Nil |
| 2 | LUCID SYSTEMS PRIVATE LIMITED | 16,000,000 | 8.98 | Nil | 16,000,000 | 8.98 | Nil | Nil |
| | TOTAL | 62,654,550 | 35.16 | Nil | 62,654,550 | 35.16 | Nil | Nil |

There is no change in Promoters Shareholding.

ATTACHMENT 4 TO ANNEXURE A**Shareholding Pattern of Top Ten Shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs)**

| S. No. | Name of the shareholder | Shareholding | | | | Cumulative shareholding during the year | | | |
|--------|--|---|----------------------------------|------------|------------------------------------|---|---------------|----------------------------------|--|
| | | No. of Shares held at the beginning (01-04-2014)/ at the end of the year (31-03-2015) | % of total shares of the company | Date | Increase/ Decrease in shareholding | Reason | No. of Shares | % of total shares of the company | |
| 1 | BROAD STREET INVESTMENTS (SINGAPORE) PTE. LTD | 28,826,713 | 16.18 | 01-04-2014 | Nil | No Change | 28,826,713 | 16.18 | |
| | | 28,826,713 | 16.18 | 31-03-2015 | Nil | No Change | 28,826,713 | 16.18 | |
| 2 | STANDARD CHARTERED IL AND FS ASIA INFRASTRUCTURE G | 5,840,009 | 3.28 | 01-04-2014 | Nil | No Change | 5,840,009 | 3.28 | |
| | | 5,840,009 | 3.28 | 31-03-2015 | Nil | No Change | 5,840,009 | 3.28 | |
| 3 | COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT | 4,190,747 | 1.13 | 01-04-2014 | - | - | 4,190,747 | 1.13 | |
| | | | | 11-04-2014 | (26,796) | Sale | 4,163,951 | 2.34 | |
| | | | | 16-05-2014 | (460,100) | Sale | 3,703,851 | 2.08 | |
| | | | | 06-06-2014 | 7,242 | Purchase | 3,711,093 | 2.08 | |
| | | | | 13-06-2014 | (857,103) | Sale | 2,853,990 | 1.60 | |
| | | | | 22-08-2014 | (181,462) | Sale | 2,672,528 | 1.50 | |
| | | | | 29-08-2014 | (166,658) | Sale | 2,505,870 | 1.41 | |
| | | | | 05-09-2014 | (42,956) | Sale | 2,462,914 | 1.38 | |
| | | | | 12-09-2014 | (425,873) | Sale | 2,037,041 | 1.14 | |
| | | | | 30-09-2014 | 287,108 | Purchase | 2,324,149 | 1.30 | |
| | | | | 31-10-2014 | (101,426) | Sale | 2,222,723 | 1.25 | |
| | | | | 07-11-2014 | (55,280) | Sale | 2,167,443 | 1.22 | |
| | | | | 14-11-2014 | (214,965) | Sale | 1,952,478 | 1.10 | |
| | | | | 21-11-2014 | (693,811) | Sale | 1,258,667 | 0.71 | |
| | | 28-11-2014 | (567,315) | Sale | 691,352 | 0.39 | | | |
| | | 16-01-2015 | (204,089) | Sale | 487,263 | 0.27 | | | |
| | | 23-01-2015 | (77,847) | Sale | 409,416 | 0.23 | | | |

| S. No. | Name of the shareholder | Shareholding | | | | Cumulative shareholding during the year | | |
|--------|--|---|----------------------------------|------------|------------------------------------|---|---------------|----------------------------------|
| | | No. of Shares held at the beginning (01-04-2014)/ at the end of the year (31-03-2015) | % of total shares of the company | Date | Increase/ Decrease in shareholding | Reason | No. of Shares | % of total shares of the company |
| | | | | 30-01-2015 | (53,362) | Sale | 356,054 | 0.20 |
| | | | | 06-02-2015 | (319,805) | Sale | 36,249 | 0.02 |
| | | 36,249 | 0.02 | 31-03-2015 | - | - | 36,249 | 0.02 |
| 4 | COLLEGE RETIREMENT EQUITIES FUND - GLOBAL EQUITIESACCOUNT | 2,006,779 | 2.35 | 01-04-2014 | - | - | 2,006,779 | 2.35 |
| | | | | 30-09-2014 | (402,929) | Sale | 1,603,850 | 0.90 |
| | | | | 03-10-2014 | (23,846) | Sale | 1,580,004 | 0.89 |
| | | | | 10-10-2014 | (68,281) | Sale | 1,511,723 | 0.85 |
| | | | | 31-10-2014 | (49,601) | Sale | 1,462,122 | 0.82 |
| | | | | 07-11-2014 | (27,033) | Sale | 1,435,089 | 0.81 |
| | | | | 14-11-2014 | (113,054) | Sale | 1,322,035 | 0.74 |
| | | | | 21-11-2014 | (364,886) | Sale | 957,149 | 0.54 |
| | | | | 28-11-2014 | (537,469) | Sale | 419,680 | 0.24 |
| | | | | 05-12-2014 | (97,149) | Sale | 322,531 | 0.18 |
| | | 322,531 | 0.10 | 31-03-2015 | - | - | 322,531 | 0.10 |
| 5 | INDUS CAPITAL ADVISORS (UK) LLP A/C INDUS INDIA FUND (MAURITIUS) LIMITED | 2,802,075 | 1.57 | 01-04-2014 | - | - | 2,802,075 | 1.57 |
| | | | | 06-06-2014 | (857,000) | Sale | 1,945,075 | 1.09 |
| | | | | 12-09-2014 | (3,517) | Sale | 1,941,558 | 1.09 |
| | | | | 19-09-2014 | (1,169,572) | Sale | 771,986 | 0.43 |
| | | | | 10-10-2014 | (771,986) | Sale | - | - |
| | | Nil | - | 31-03-2015 | - | - | Nil | - |
| 6 | ACACIA PARTNERS, LP | 417,153 | 0.23 | 01-04-2014 | - | - | 417,153 | 0.23 |
| | | | | 18-04-2014 | (225,000) | Sale | 192,153 | 0.11 |
| | | | | 09-05-2014 | 211,869 | Purchase | 404,022 | 0.23 |
| | | | | 16-05-2014 | 139,977 | Purchase | 543,999 | 0.31 |
| | | | | 23-05-2014 | 298,000 | Purchase | 841,999 | 0.47 |
| | | | | 19-09-2014 | 1,318,001 | Purchase | 2,160,000 | 1.21 |
| | | | | 17-10-2014 | 1,060,737 | Purchase | 3,220,737 | 1.81 |
| | | | | 24-10-2014 | 19,263 | Purchase | 3,240,000 | 1.82 |
| | | | | 09-01-2015 | 720,000 | Purchase | 3,960,000 | 2.22 |
| | | 3,960,000 | 2.22 | 31-03-2015 | - | - | 3,960,000 | 2.22 |
| 7 | ROUTE ONE INVESTMENT COMPANY, L.P. A/C ROUTE ONE FUND I, L.P. | 2,140,175 | 1.20 | 01-04-2014 | - | - | 2,140,175 | 1.20 |
| | | | | 10-10-2014 | 59,212 | Purchase | 2,199,387 | 1.23 |
| | | | | 31-10-2014 | 54,147 | Purchase | 2,253,534 | 1.26 |
| | | | | 21-11-2014 | 521,400 | Purchase | 2,774,934 | 1.56 |
| | | | | 28-11-2014 | 417,120 | Purchase | 3,192,054 | 1.79 |
| | | | | 05-12-2014 | (128,285) | Sale | 3,063,769 | 1.72 |
| | | | | 19-12-2014 | (3,063,769) | Sale | - | - |
| | | Nil | - | 31-03-2015 | - | - | - | - |
| 8 | BARON EMERGING MARKETS FUND | 1,700,061 | 0.95 | 01-04-2014 | - | - | 1,700,061 | 0.95 |
| | | | | 16-05-2014 | 100,000 | Purchase | 1,800,061 | 1.01 |
| | | | | 30-05-2014 | 200,000 | Purchase | 2,000,061 | 1.12 |
| | | | | 06-06-2014 | 75,000 | Purchase | 2,075,061 | 1.16 |
| | | | | 13-06-2014 | 123,939 | Purchase | 2,199,000 | 1.23 |
| | | | | 20-06-2014 | 34,782 | Purchase | 2,233,782 | 1.25 |

| S. No. | Name of the shareholder | Shareholding | | | | Cumulative shareholding during the year | | |
|--------|-------------------------------------|---|----------------------------------|------------|------------------------------------|---|---------------|----------------------------------|
| | | No. of Shares held at the beginning (01-04-2014)/ at the end of the year (31-03-2015) | % of total shares of the company | Date | Increase/ Decrease in shareholding | Reason | No. of Shares | % of total shares of the company |
| | | | | 30-06-2014 | 131,218 | Purchase | 2,365,000 | 1.33 |
| | | | | 04-07-2014 | 89,000 | Purchase | 2,454,000 | 1.38 |
| | | | | 25-07-2014 | 100,000 | Purchase | 2,554,000 | 1.43 |
| | | | | 29-08-2014 | 418,679 | Purchase | 2,972,679 | 1.67 |
| | | | | 28-11-2014 | 200,000 | Purchase | 3,172,679 | 1.78 |
| | | | | 05-12-2014 | 266,960 | Purchase | 3,439,639 | 1.93 |
| | | | | 12-12-2014 | 173,040 | Purchase | 3,612,679 | 2.03 |
| | | | | 19-12-2014 | 140,000 | Purchase | 3,752,679 | 2.11 |
| | | 3,752,679 | 2.11 | 31-03-2015 | - | - | 3,752,679 | 2.11 |
| 9 | THE SPRUCE HOUSE PARTNERSHIP LP | 1,105,883.00 | 0.62 | 01-04-2014 | - | - | 1,105,883 | 0.62 |
| | | | | 04-04-2014 | 713,410 | Purchase | 1,819,293 | 1.02 |
| | | | | 11-04-2014 | 125,100 | Purchase | 1,944,393 | 1.09 |
| | | | | 17-10-2014 | 1,424,238 | Purchase | 3,368,631 | 1.89 |
| | | | | 24-10-2014 | 21,820 | Purchase | 3,390,451 | 1.90 |
| | | | | 31-10-2014 | 320,000 | Purchase | 3,710,451 | 2.08 |
| | | 3,710,451 | 2.08 | 31-03-2015 | - | - | 3,710,451 | 2.08 |
| 10 | EMERGING INDIA FOCUS FUNDS | 2,449,651 | 1.37 | 01-04-2014 | - | - | 2,449,651 | 1.37 |
| | | | | 09-05-2014 | 176,000 | Purchase | 2,625,651 | 1.47 |
| | | | | 16-05-2014 | 514,000 | Purchase | 3,139,651 | 1.76 |
| | | | | 11-07-2014 | 75,000 | Purchase | 3,214,651 | 1.80 |
| | | | | 19-09-2014 | 50,000 | Purchase | 3,264,651 | 1.83 |
| | | | | 30-09-2014 | 210,434 | Purchase | 3,475,085 | 1.95 |
| | | | | 17-10-2014 | (61,093) | Sale | 3,413,992 | 1.92 |
| | | | | 31-10-2014 | 1,100 | Purchase | 3,415,092 | 1.92 |
| | | | | 05-12-2014 | (75,441) | Sale | 3,339,651 | 1.87 |
| | | 3,339,651 | 1.87 | 31-03-2015 | - | - | 3,339,651 | 1.87 |
| 11 | ACACIA INSTITUTIONAL PARTNERS, LP | 278,092 | 0.16 | 01-04-2014 | - | - | 278,092 | 0.16 |
| | | | | 25-04-2014 | (19,000) | Sale | 259,092 | 0.15 |
| | | | | 09-05-2014 | 10,256 | Purchase | 269,348 | 0.15 |
| | | | | 16-05-2014 | 187,652 | Purchase | 457,000 | 0.26 |
| | | | | 23-05-2014 | 167,000 | Purchase | 624,000 | 0.35 |
| | | | | 19-09-2014 | 936,000 | Purchase | 1,560,000 | 0.88 |
| | | | | 17-10-2014 | 1,140,000 | Purchase | 2,700,000 | 1.52 |
| | | | | 09-01-2015 | 600,000 | Purchase | 3,300,000 | 1.85 |
| | | 3,300,000 | 1.85 | 31-03-2015 | - | - | 3,300,000 | 1.85 |
| 12 | ROUTE ONE FUND I, L.P. | - | - | 01-04-2014 | - | - | - | - |
| | | | | 19-12-2014 | 2,906,830 | Purchase | 2,906,830 | 1.63 |
| | | | | 09-01-2015 | 21,325 | Purchase | 2,928,155 | 1.64 |
| | | | | 06-02-2015 | 35,958 | Purchase | 2,964,113 | 1.66 |
| | | | | 20-02-2015 | 190,820 | Purchase | 3,154,933 | 1.77 |
| | | 3,154,933 | 1.77 | 31-03-2015 | - | - | 3,154,933 | 1.77 |
| 13 | ROUTE ONE OFFSHORE MASTER FUND L.P. | - | - | 01-04-2014 | - | - | - | - |
| | | | | 19-12-2014 | 2,906,830 | Purchase | 2,906,830 | 1.63 |
| | | | | 09-01-2015 | 21,325 | Purchase | 2,928,155 | 1.64 |
| | | | | 06-02-2015 | 35,958 | Purchase | 2,964,113 | 1.66 |
| | | | | 20-02-2015 | 190,820 | Purchase | 3,154,933 | 1.77 |
| | | 3,154,933 | 1.77 | 31-03-2015 | - | - | 3,154,933 | 1.77 |

| S. No. | Name of the shareholder | Shareholding | | | | Cumulative shareholding during the year | | |
|--------|--|---|----------------------------------|------------|------------------------------------|---|---------------|----------------------------------|
| | | No. of Shares held at the beginning (01-04-2014)/ at the end of the year (31-03-2015) | % of total shares of the company | Date | Increase/ Decrease in shareholding | Reason | No. of Shares | % of total shares of the company |
| 14 | MBD BRIDGE STREET 2013 INVESTMENTS (SINGAPORE) PTE | 2,882,671 | 1.62 | 01-04-2014 | Nil | No Change | 2,882,671 | 1.62 |
| | | 2,882,671 | 1.62 | 31-03-2015 | Nil | No Change | 2,882,671 | 1.62 |
| 15 | TARA INDIA HOLDINGS A LTD | 2,748,253 | 1.54 | 01-04-2014 | Nil | No Change | 2,748,253 | 1.54 |
| | | 2,748,253 | 1.54 | 31-03-2015 | Nil | No Change | 2,748,253 | 1.54 |
| 16 | IL AND FSTRUST COMPANY LIMITED | 2,326,051 | 1.31 | 01-04-2014 | Nil | No Change | 2,326,051 | 1.31 |
| | | 2,326,051 | 1.31 | 31-03-2015 | Nil | No Change | 2,326,051 | 1.31 |

ATTACHMENT 5 TO ANNEXURE A

Shareholding of Directors and Key Managerial Personnel

| S. No. | Name and Designation of Directors and KMPs | Shareholding at the beginning of the year (01-04-2014) | | Shareholding at the end of the year (31-03-2015) | |
|--------|---|--|----------------------------------|--|----------------------------------|
| | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | Sameer Manchanda, Chairman Managing Director | 4,66,54,550 | 26.180 | 4,66,54,550 | 26.180 |
| 2 | Ajaya Chand- Non Executive Independent Director | 64,420 | 0.040 | 64,420 | 0.040 |
| 3 | Shahzaad S Dalal- Non Executive Director | 20,000 | 0.010 | 20,000 | 0.010 |
| 4 | Krishna Kumar- Non Executive Director | 7,720 | 0.004 | 7,720 | 0.004 |
| 5 | Manish Dawar- Group Chief Financial Officer | - | - | 13,354 | 0.010 |
| 6 | Jatin Mahajan, Company Secretary | 6,188 | 0.004 | Nil | Nil |

ATTACHMENT 6 TO ANNEXURE A

Indebtedness

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(Rs. in Millions)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 9,732.5 | 7.7 | - | 9,740.2 |
| ii) Interest due but not paid | - | 0.6 | - | 0.6 |
| iii) Interest accrued but not due | 52.3 | - | - | 52.3 |
| Total (i+ii+iii) | 9,784.9 | 8.3 | - | 9,793.2 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 1,515.6 | 12.4 | - | 1,528.0 |

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| * Reduction | 1,970.2 | 2.6 | - | 1,972.8 |
| Net Change | (454.6) | 9.8 | - | (444.8) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 9,288.3 | 5.1 | - | 9,293.4 |
| ii) Interest due but not paid | - | 13.1 | - | 13.1 |
| iii) Interest accrued but not due | 41.9 | - | - | 41.9 |
| Total (i+ii+iii) | 9,330.2 | 18.2 | - | 9,348.4 |

ATTACHMENT 7 TO ANNEXURE A

Remuneration to MD, WTD and/or Manager

| S.No. | Particulars of Remuneration | CMD- Sameer Manchanda |
|-------|---|--------------------------------------|
| 1 | Gross salary | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 2,60,39,813 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 39,600 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | |
| 2 | Stock Options | |
| 3 | Sweat Equity | |
| 4 | Commission - as % of profit - others-specify | |
| 5 | Others, please specify | |
| | Total | 2,60,79,413 |
| | Ceiling as per the Act | As per approval of the Central Govt. |

ATTACHMENT 8 TO ANNEXURE A

Remuneration to other Directors

| S. No. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|--------|--|-------------------|-----------------|---------------------------------------|------------------|
| | | Ajaya Chand | Robindra Sharma | Atul Sharma | |
| 1 | Independent Directors | | | | |
| | Fee for attending Board Committee meetings | 3,70,000 | 3,40,000 | 50,000 | 7,60,000 |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (1) | 3,70,000 | 3,40,000 | 50,000 | 7,60,000 |
| 2 | Other Non-Executive Directors | Ankur Sahu | Vishal Bakshi | Krishna Kumar (Alternate Director) | |
| | Fee for attending Board Committee meetings | 60,000 | 1,00,000 | 2,90,000 | 4,50,000 |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (2) | 60,000 | 1,00,000 | 2,90,000 | 4,50,000 |
| | Total =(1)+(2) | | | | 12,10,000 |
| | Total Managerial Remuneration | Nil | Nil | Nil | Nil |
| | Overall Ceiling as per the Act | N.A. | N.A. | N.A. | N.A. |

ATTACHMENT 9 TO ANNEXURE A

Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total |
|--------|---|--------------------------|------------------|------------------|--------------------|
| | | CEO* | Group CFO* | CS | |
| 1 | Gross salary | Pradeep Parameswaran | Manish Dawar | Jatin Mahajan | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 83,87,600 | 65,35,716 | 12,94,059 | 1,62,17,375 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | 13,500 | 13,500 |
| | (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | others, specify... | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | 83,87,600 | 65,35,716 | 13,07,559 | 1,62,30,875 |

*Appointed during the financial year 2014-2015.

ATTACHMENT 10 TO ANNEXURE A - NIL

Penalties / Punishment / Compounding of Offences

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

"ANNEXURE B"

FORM NO. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2015

To,

The Members,
Den Networks Limited
236, Okhla Industrial Estate,
Phase-III, New Delhi-110020

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Following are the other Acts applicable on the Company:
 - (a) Maternity Benefit Act, 1961 and rules framed thereunder;
 - (b) Employee Provident Fund Act and Miscellaneous Provisions Act, 1952 and rules framed thereunder;
 - (c) Employee State Insurance Act, 1948 and rules framed thereunder;
 - (d) The Delhi Shops and Establishments Act, 1954 and rules framed thereunder;
 - (e) The Payment of Gratuity Act, 1972 and rules framed thereunder;
 - (f) Payment of Bonus Act, 1965 and rules framed thereunder;
 - (g) Cable Television Network (Regulation) Act, 1995 and rules framed thereunder;
 - (h) Equal Remuneration Act, 1976 and rules framed thereunder;
 - (i) Payment of Wages Act, 1936 and rules framed thereunder;
 - (j) Minimum Wages Act, 1938 and rules framed thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the National Stock Exchange & Bombay Stock Exchange.

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

1. The Board of Directors of the Company had approved the appointment of Ms. Nandita Agarwal Parker (“Women Director”) in Board Meeting dated August 13, 2014 subject to prior approval of Ministry of Information and Broadcasting (“MIB”) in terms of FDI Policy of Government of India dated April 17, 2014. The Company had filed the application with MIB on October 16, 2014. However, the approval of the MIB is awaited. Accordingly, Company does not have a Women Director as per Second Proviso to Section 149(1).

We further report that

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

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

Majority decision is carried through while the dissenting members’ views are captured and recorded as part of the minutes.

We further report that

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

Place: New Delhi

Date: 11.05.2015

For **NKJ & Associates**

Company Secretaries

Sd/-

Neelesh Kr. Jain

FCS No. : 5593

C P No. : 5233

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

Annexure A

To,

The Members
Den Networks Limited
236, Okhla Industrial Area,
Phase III, New Delhi-110020

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

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Date: 11.05.2015

For **NKJ & Associates**

Company Secretaries

Sd/-

Neelesh Kr. Jain

FCS No. : 5593

C P No. : 5233

"ANNEXURE C"

(DISCLOSURES PURSUANT TO SEBI (EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME) GUIDELINES, 1999.)

DEN ESOP Scheme, 2010

| S. No. | Particulars | Details | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---|--|--|---|-------|-------|---|--|--|--|------|------|------|------|------|------|------|------|-------|-------|-------|-------|-------|-------|-------|-------|------|------|------|------|------|------|------|------|-------|-------|-------|-------|-------|-------|-------|-------|-----|-----|-----|-----|-----|-----|-----|-----|
| 1 | Options Granted during the financial year 2014-15 | 16,80,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Exercise price | Rs. 160 Per Share | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Total No. of options in force | 16,80,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Options Vested | 30,76,195 (in previous financial years) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | Options Exercised | 30,76,195 (in previous financial years) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | Total No. of Shares arising as a result of exercise of Options | 30,76,195 (in previous financial years) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7 | Options Lapsed | 4,57,931 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8 | Variation in terms of Options | There is no variation in the terms of options | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 9 | Money realized by exercise of Options during the financial year 2014-15 | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 10 | Total number of Options in force | 16,80,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 11 | Employee wise details of Options granted during the financial year 2014-15 i) Senior Management Personnel ii) Any other employee who received a grant in any one year of Options amounting to 5% or more of Options granted during the year iii) Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant | 16,80,000 Nil Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 12 | Diluted Earnings Per Share (EPS) before exceptional items pursuant to issue of shares on exercise of Options calculated in accordance with Accounting Standard (AS) 20 on 'Earning Per Share'. | (6.22) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 13 | Computation of employee compensation cost and effect on profit and EPS a) Method of calculation of employee compensation cost b) Difference between the employee compensation cost so computed at (a) above and the employee compensation cost to P&L account if the Company has used the fair value of the option | Intrinsic value as per SEBI ESOP guidelines Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 14 | The impact of this difference on the profits and EPS of the Company: Profit after tax Less: Additional employees compensation cost based on the aforesaid difference Adjusted PAT Adjusted Basic EPS Adjusted Diluted EPS | (1108.07) Nil (1108.07) (6.22) (6.22) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 15 | Weighted average price and fair value of the stock options granted at price below the market price: Total Options granted during the year Weighted average exercise price (Rs.) Weighted average fair value (Rs.) | 16,80,000 160/- per share 32.90 per share | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 16 | Description of the method and significant assumptions used during the year to estimate the fair value of the options, including the following weighted average information: Risk free rate of interest (%) Expected life of the option from the date of grant (in years) Expected volatility (%) Dividend yield (%) | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="4" style="text-align: center;">14,80,000 options Vesting period- 4 years</th> <th colspan="4" style="text-align: center;">2,00,000 options Vesting Period- 4 years</th> </tr> <tr> <th style="text-align: center;">1 Yr</th> <th style="text-align: center;">2 Yr</th> <th style="text-align: center;">3 Yr</th> <th style="text-align: center;">4 Yr</th> <th style="text-align: center;">1 Yr</th> <th style="text-align: center;">2 Yr</th> <th style="text-align: center;">3 Yr</th> <th style="text-align: center;">4 Yr</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">7.93%</td> <td style="text-align: center;">7.88%</td> <td style="text-align: center;">7.85%</td> <td style="text-align: center;">7.81%</td> <td style="text-align: center;">8.05%</td> <td style="text-align: center;">7.99%</td> <td style="text-align: center;">7.94%</td> <td style="text-align: center;">7.90%</td> </tr> <tr> <td style="text-align: center;">1.50</td> <td style="text-align: center;">2.50</td> <td style="text-align: center;">3.50</td> <td style="text-align: center;">4.50</td> <td style="text-align: center;">1.50</td> <td style="text-align: center;">2.50</td> <td style="text-align: center;">3.50</td> <td style="text-align: center;">4.50</td> </tr> <tr> <td style="text-align: center;">48.00</td> <td style="text-align: center;">48.00</td> <td style="text-align: center;">48.00</td> <td style="text-align: center;">48.09</td> <td style="text-align: center;">48.09</td> <td style="text-align: center;">48.09</td> <td style="text-align: center;">48.09</td> <td style="text-align: center;">48.09</td> </tr> <tr> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> </tr> </tbody> </table> | 14,80,000 options Vesting period- 4 years | | | | 2,00,000 options Vesting Period- 4 years | | | | 1 Yr | 2 Yr | 3 Yr | 4 Yr | 1 Yr | 2 Yr | 3 Yr | 4 Yr | 7.93% | 7.88% | 7.85% | 7.81% | 8.05% | 7.99% | 7.94% | 7.90% | 1.50 | 2.50 | 3.50 | 4.50 | 1.50 | 2.50 | 3.50 | 4.50 | 48.00 | 48.00 | 48.00 | 48.09 | 48.09 | 48.09 | 48.09 | 48.09 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 14,80,000 options Vesting period- 4 years | | | | 2,00,000 options Vesting Period- 4 years | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 Yr | 2 Yr | 3 Yr | 4 Yr | 1 Yr | 2 Yr | 3 Yr | 4 Yr | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7.93% | 7.88% | 7.85% | 7.81% | 8.05% | 7.99% | 7.94% | 7.90% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1.50 | 2.50 | 3.50 | 4.50 | 1.50 | 2.50 | 3.50 | 4.50 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 48.00 | 48.00 | 48.00 | 48.09 | 48.09 | 48.09 | 48.09 | 48.09 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

DEN ESOP Plan B, 2014

| S. No. | Particulars | Details |
|--------|---|--|
| 1 | Options Granted during the financial year 2014-15 | 44,50,000 |
| 2 | Exercise price | Rs. 160 Per Share |
| 3 | Total no. of options in force | 44,50,000 |
| 4 | Options Vested | Nil |
| 5 | Options Exercised | Nil |
| 6 | Total No. of Shares arising as a result of exercise of Options | Nil |
| 7 | Options Lapsed | Nil |
| 8 | Variation in terms of Options | There is no variation in the terms of options |
| 9 | Money realized by exercise of Options | Nil |
| 10 | Total number of Options in force | 44,50,000 |
| 11 | Employee wise details of Options granted during the financial year 2014-15 i) Senior Management Personnel ii) Any other employee who received a grant in any one year of Options amounting to 5% or more of Options granted during the year iii) Identified employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant | 44,50,000 Nil Nil |
| 12 | Diluted Earnings Per Share (EPS) before exceptional items pursuant to issue of shares on exercise of Options calculated in accordance with Accounting Standard (AS) 20 on 'Earning Per Share'. | (6.22) |
| 13 | Computation of employee compensation cost and effect on profit and EPS a) Method of calculation of employee compensation cost b) Difference between the employee compensation cost so computed at (a) above and the employee compensation cost to P&L account if the Company has used the fair value of the option | Intrinsic value as per SEBI ESOP guidelines Nil |
| 14 | The impact of this difference on the profits and EPS of the Company: Profit after tax Less: Additional employees compensation cost based on the aforesaid difference Adjusted PAT Adjusted Basic EPS Adjusted Diluted EPS | (1108.07) Nil (1108.07) (6.22) (6.22) |
| 15 | Weighted average price and fair value of the stock options granted at price below the market price: Total Options granted during the year Weighted average exercise price (Rs.) Weighted average fair value (Rs.) | 44,50,000 160 Per Share 32.90 Per Share |

| S. No. | Particulars | Details | | | | | | | |
|--------|---|---|-------------|-------------|-------------|---|-------------|-------------|-------------|
| 16 | Description of the method and significant assumptions used during the year to estimate the fair value of the options, including the following weighted average information: Risk free rate of interest (%) Expected life of the option from the date of grant (in years) Expected volatility (%) Expected Dividend yield (%) Risk free rate of interest (%) Expected life of the option from the date of grant (in years) Expected volatility (%) Expected Dividend yield (%) | 28,00,000 options Vesting period- 4 years Grant Date- 16-01-2015 | | | | 8,00,000 options Vesting Period 4 years Grant Date- 02-02-2015 | | | |
| | | 1 Yr | 2 Yr | 3 Yr | 4 Yr | 1 Yr | 2 Yr | 3 Yr | 4 Yr |
| | | 7.79 | 7.78 | 7.77 | 7.76 | 7.69 | 7.69 | 7.69 | 7.70 |
| | | 1.5 | 2.5 | 3.5 | 4.5 | 1.5 | 2.5 | 3.5 | 4.5 |
| | | 47.65 | 47.65 | 47.65 | 47.65 | 47.39 | 47.39 | 47.39 | 47.39 |
| | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | | 8,00,000 options Vesting period- 4 years Grant Date- 10-02-2015 | | | | 50,000 options Vesting Period 4 years Grant Date- 13-02-2015 | | | |
| | | 1 Yr | 2 Yr | 3 Yr | 4 Yr | 1 Yr | 2 Yr | 3 Yr | 4 Yr |
| | | 7.85 | 7.83 | 7.80 | 7.78 | 7.93 | 7.88 | 7.85 | 7.81 |
| | | 1.5 | 2.5 | 3.5 | 4.5 | 1.5 | 2.5 | 3.5 | 4.5 |
| | | 47.70 | 47.70 | 47.70 | 47.70 | 48.00 | 48.00 | 48.00 | 48.00 |
| | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

“ANNEXURE D”

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company’s CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

CSR policy is stated herein below:

CSR Policy (Approved by the Board of Directors on 30th May, 2014)

Our aim is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and society at large.

Web Link: http://www.dennetworks.com/corporate_gov.htm

2. **Composition of CSR Committee**

| S. No. | Name of Directors | Designation |
|--------|-------------------|---------------------------|
| 1 | Ajaya Chand | Chairman of the Committee |
| 2 | Sameer Manchanda | Member of the Committee |
| 3 | Robindra Sharma | Member of the Committee |

3. **Average net profit of the Company for last three financial years**

Average net profit: Rs.27.96 Crores

4. **Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)**

Rs. 56 Lakhs (approx.)

5. **Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)**

The company is required to spend Rs. 56 Lakhs (approx.)

6. **Details of CSR spend for the financial year**

a) Total amount spent for the financial year : Rs. 41.81 Lakhs

b) Amount unspent if any : Rs. 14.19 Lakhs (approx.)

c) Manner in which the amount spent during the financial year is detailed below:

(Rs. in Lakhs)

| S. No. | Projects/activities | Sector | Locations | Amount outlay project | Amount spent on the project | Cumulative Amount | Amount spent: direct/through agency |
|--------------|---|--|--|-----------------------|-----------------------------|-------------------|-------------------------------------|
| 1 | Activities for grassroots development of football | Sports | National Capital Region and other cities | 40.00 | 39.81 | 39.81 | Through Agency* |
| 2 | Rotary 3010 Charitable Foundation | Donation towards the corpus fund for community service | - | 2.00 | 2.00 | 2.00 | Direct |
| TOTAL | | | | 42.00 | 41.81 | 41.81 | |

* Details of implementing agency : Talent Invigoration and Sports Management Private Limited

MANAGEMENT DISCUSSION & ANALYSIS

INDIAN MEDIA AND ENTERTAINMENT INDUSTRY

2014 has been a turning point for the Indian Media and Entertainment industry in many ways. With the current's government optimistic outlook, business sentiments have been positive and strengthened by a number of growth promoting policy initiatives taken in recent months. One of the key highlights of 2014 was announcement of 'Digital India' program by the government – A program to transform India into a digitally empowered society and knowledge economy. The building blocks for future growth have been put in place in 2014 by offerings such as new spectrum for mobile, ongoing digitisation in cable, focus on providing fast internet and Phase III auctions for radio. 2015-2016 is expected to be a defining year for media and entertainment industry in India.

- As per KPMG analysis domestic Media and Entertainment Industry is expected to grow from INR1,026 billion in 2014 to reach INR1,964 billion, at a 14% CAGR over FY14-19 period.
- As per MPA analysis, total pay-TV subscribers are expected to reach 165 million by end of 2018 and 180 million by end of 2023.
- As per MPA analysis, broadband internet subscribers are expected to reach 57 million by end 2023 from 15 million in 2013; and fixed broadband subscribers are expected to grow to 20 million from 14 million in the same period

Digital India – Broadband Opportunity for Cable MSOs

In 2014 India topped as the world's fastest growing smartphone market. Fuelled by the availability of low-cost smartphones and dropping data plan tariff the absolute number of internet connections is at a record high, but overall internet penetration stands at about 12%, which is still lower compared to internet penetration across other countries. (Singapore 81%, Hong Kong 80%, Russia 62%, Brazil 52%, Mexico 43%, World Average 39%).

India ranks poorly at #125 with just about 1% fixed broadband internet penetration (compared to 10% globally, 9% in Brazil, 15% in Russia, 32% in Hong Kong, 26% in Singapore) and internet users are predominantly on low speed network (<512 KBPs). India's poor rankings in world of fixed internet, poor penetration ratio and low speed internet offerings provide huge growth opportunities for cable MSOs.

Cable or the wired platform has the capacity to provide double-play services of video and high-speed broadband internet. MSOs have started increasing their efforts on leveraging cable infrastructure to capitalize on the potential for broadband growth and opportunity. Of the 252 million internet connections in India, only 15 million are on wire-line out of which cable has ~5% share. Increased focus on broadband can tap significant latent demand in the home broadband segment for the MSOs.

Globally, DOCSIS is the predominant technology used for cable broadband and has higher speed and lower investment advantage over DSL. Currently, DSL is the primary technology in India, accounting for ~70% of fixed broadband connections in 2014. This could change significantly, if MSOs get their broadband plans effectively implemented, given that the last mile infrastructure is largely in place for cable broadband, while telecom companies have to invest heavily in fiber to be able to provide speeds comparable to that of cable broadband.

As per MPA analysis, cable's share of the fixed broadband market is expected to grow from 6% in 2013 to 13% by 2023.

Digital India – Digitization Driving Transformation in the Cable Television Ecosystem

Television remains to be vital part of Indian Media and Entertainment (M&E) industry and constitutes around 45% of the M&E industry. India's television industry is at an important inflection point with digitalization, investment and consolidation set to boost value creation across the ecosystem, benefiting all stakeholders.

Indian cable industry is fragmented one with about 6,000 MSOs. However, the DAS implementation has led to start of an era of consolidation. Currently, the Top 5 MSOs control about 50% of the industry share. With phase 3 and 4 on cards, further consolidation is expected to happen in next 2 years following the global trends (top 5 players control 85% market in USA, top 4 control 80% in Taiwan, Liberty controls 95% in UK, top 3 control 63% in Japan)

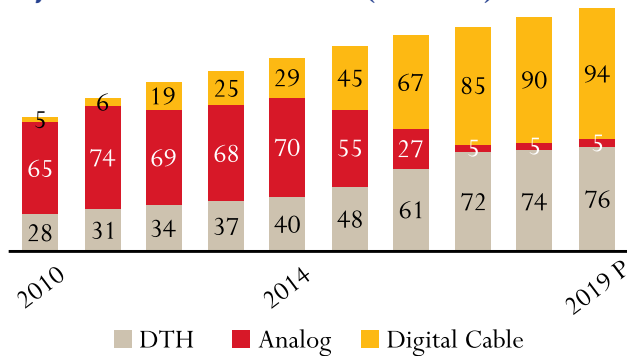
Digitization was an important step in process of providing transparency in the television value chain and to facilitate better monetization: The rollout of digital cable STBs in DAS Phase 1 and 2 markets were largely achieved in calendar year 2013. The Ministry of Information and Broadcasting extended the deadlines for DAS Phase 3 and 4 implementations from the earlier combined deadline of December 2014 to December 2015 and December 2016 respectively. The deadline extension has provided enough time for MSOs and LCOs to streamline DAS phase 1 and 2 and to roll out the implementation of STBs in DAS phase 3 and 4 markets including STBs procurement, setting up digital headends, signing of agreements with broadcasters, and implementing channel packages. The fiscal year 2014-15 witnessed the completion of KYC form and consumer data for B2C billing readiness billing, thereby moving to sharing of subscription revenues among the television value chain.

HD to Contribute in Subscription Revenue Growth: The pay-TV subscription revenues are expected to grow at a 2013-2018 CAGR of 11% with packages roll out across pay-TV platforms. The demand for HD channels and ad-free premium HD channels are also expected to contribute to growth in subscription revenues. Currently, there are about 50 HD channels available in India. Of the 8 million panel televisions sold in India in 2014, approximately 50% were HD

TVs and the number os expected to increase to 80% by 2019. Moreover, the fact that DTH and cable operators are more than happy to increase their HD bouquet, the growth story for HD viewing and consumption in India has only just begun.

Digital cable subscribers are expected to reach to 904 million by end of 2019, up from 29 million at end of 2014. The major increase will take place at end of 2015 and 2016 when phase 3 and 4 gets implemented respectively. Also, the penetration of digital cable subscribers in total Pay TV Subscribers is expected to go to 54% by end of 2019 form 19% in 2013.

PayTV Subscribers in India (Millions)



Transformation in MSO Operations – On a Journey to shift to B2C from B2B

With rescheduling of digitization in DAS Phase 3 and 4 markets, MSOs have spent considerable part of FY'14 in stabilizing their operations in DAS phase 1 and 2 markets, increasing revenues and realizations, and strengthening the relationships with LCOs. Currently, the large national MSOs are in process of establishing internal processes in order to make a shift from B2B to B2C business. MSOs are investing in technology to improve addressability (to track addressable active STBs) and collections at LCO Level.

TRAI on MSO and LCO Agreements

TRAI has formally written to all MSOs, in May 2015, with a list of new rules to be followed strictly. The list of rules requires MSO and LCO to have clear written agreements in place and which conform to TRAI's interconnect agreements, with clear start and finish dates, revenue shares stated, settlement terms, processes for handling customer complaints, processes for inter-company disputes, and so forth. A copy of the agreement is required to be lodged with TRAI within 15 days and a receipt obtained. TRAI warns that its list of requirements must be observed, and signals cannot be delivered to LCOs without an agreement in place.

DEN Networks Ltd. – A Brief

DEN was established in 2007 to provide cable network and services to consumers across India and soon became one of the top cable MSOs in the country. On the journey to tap the opportunity in 'Home Entertainment' and to become a B2C powerhouse, DEN enhanced its product portfolio offering high speed Broadband services with a vision to provide bundle services to its customers. Recently the company has diversified itself into new businesses and forayed in Soccer and TV Commerce business.

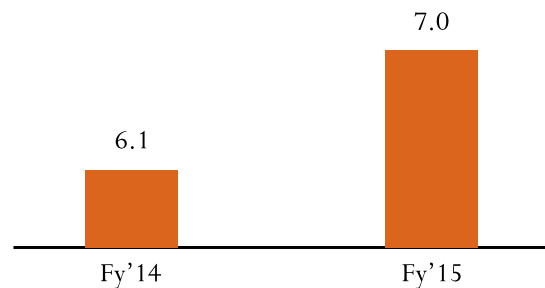
As your company, DEN, tries to transform into a B2C organization from B2B, the company has hired key managerial people in 2014-15 with backgrounds in TMT and consumer companies, marketing and consulting.

Cable Business

DEN Networks is India's largest cable TV distribution company serving 13 million homes in over 200 cities. The company has been a frontrunner in the digitization of Indian cable television and has over 7 million digital subscribers.

DEN's geographic footprint spans 13 key states across India including Delhi, Uttar Pradesh, Karnataka, Maharashtra, Gujarat, Rajasthan, Haryana, Kerala, West Bengal, Jharkhand, Madhya Pradesh, Uttarakhand and Bihar. The company has a significant presence in the strategic & economically important Hindi Speaking Markets (HSM) belt.

Total Digital Subscribers (Million)



DEN has an estimated analog base of 6 million homes in its Phase 3 & 4 markets which needs to be converted into digital. The Company is well positioned and capitalized to meet the deployment requirements of its existing subscriber base in these cities.

BROADBAND BUSINESS–SUPERFAST DEN BOOMBAND

DEN soft launched its super-fast cable broadband internet services on DOCSIS 3.0 technology in FY'14. The offering offers plans up to speeds of 100 Mbps. The service is currently available in parts of Delhi NCR.

DEN broadband services achieved 330,000 homes passed as on 31st March 2015. The benefit of conversions out of the network rollout will come in the following quarters. The company currently has a subscriber base of 23,000 at the end of FY'14-15 and about 40% of the new broadband subscribers come from Non-DEN homes.

DEN SNAPDEAL TV SHOP – GIVING A NEW PERSPECTIVE TO TELEVISION COMMERCE

DEN entered into a 50:50 JV with e-commerce major, SNAPDEAL and forayed into TV Commerce business leveraging DEN's strengths in distribution and media and SNAPDEAL's strength in brand, merchandising and logistics. The JV is currently converting +30% of the calls received and is clocking an annualized GMV of INR 115 Crores (at Mar'15 average booked GMV rate) within 2 quarter of beginning.

TV Commerce business has a reach of 25 million homes and shipping more than 1,300 orders per day (based on Mar'15 numbers).

DELHI DYNAMOS FC; REDEFINING FOOTBALL CULTURE IN NORTH INDIA

DEN forayed into football business and bought Delhi Dynamos of ISL with the strategic intent of strengthening our consumer brand. Delhi Dynamos FC is one of the most popular teams of the ISL with a fan base of over 419,000 on Facebook and over 30,000 Twitter followers. With the introduction of Delhi Dynamos FC, DEN aims to become the default destination for entertainment, information and interactivity for the Indian family.

SCOT ANALYSIS

Strengths:

- Largest Cable MSO in India with more than 13 Million subscribers across 200 cities
 - Serving more than 7.7% of TV homes in India
 - Dominant Player in Key Phase 1 and 2 Markets with 25% market share (on basis of subscribers)
- Integrated service and product portfolio covering cable, data (broadband) and shopping (TV Commerce)
 - One Stop Shop for Home Entertainment
- Skilled workforce with an experienced management team

Challenges

- Poor Infrastructure in Phase 3 and 4 Markets pushing costs of operations
 - Continuously innovating and investing in greater reach
- Increasing capex network costs
 - Continuously upgrading network infrastructure
- Large number of subsidiaries to manage

Opportunities

- Phase 3 and 4 Digitization
 - With 6 Million Analog customers in phase 3 & 4 areas, have an excellent opportunity to convert them to digital customers making it the biggest digital subscribers MSO in India
- Increasing Cable TV Penetration
 - Digitization Changing the Cable Industry, Digital Cable Subscribers to Reach to 54% of the Total Cable Subscribers by end of 2019 from 19% in 2013
- Untapped fixed broadband market in India
 - Low Fixed Broadband Penetration in India (1% compared to 10% globally)
 - Target of achieving more than 1 Million Homes Passed by end of FY'16

Threats

- Delay in Implementation of Phase 3 and 4
- Increasing Competition
 - New players entry in Cable services

- DTH Players to offer stiff competition in Phase 3 and 4 Markets
- Competition from Telecom Companies for Broadband Services
- Increase in content costs by Broadcasters

RESULTS OF OPERATIONS

Consolidated Financial Highlights

Consolidated revenues increased INR 13 Crore in the year to reach INR 1,130 Crore for the year ended 31st March 2015. On a like to like basis (i.e. excluding the LCO share) DEN recorded revenues of INR 1,067 Crore in FY14-15 vs INR 1,082 Crore in FY'14. The decline in revenues was primarily on account of discontinuation of distribution business by Media Pro (Joint Venture between Star DEN and Zee) in FY'15 where company generated revenues of INR 19 Crore in FY'15 compared to INR 57 Crore in the earlier year. The decline was partially offset by increased revenues from broadband and from new businesses including TV Commerce and Soccer. Consolidated EBITDA lowered to INR 92 Crore in FY'15 vs INR 302 Crore on account of 25% increase in content costs in cable business and due to investment phase in cable DAS 3 and 4 markets, broadband, and new businesses, soccer and TV commerce, resulting into losses. The decline in PBT was on account of lower EBITDA and increased depreciation costs, partially offset by increase in treasury income. Depreciation and Amortization costs were higher by INR 39 Crore or 26% over the last year costs of INR 147 Crore.

All these factors lead a net loss of INR -144 Crore vs INR 38 Crore in the earlier year. However, the company reported a positive Cash PAT (Net Income plus Depreciation) of INR 42 Crore in FY'15.

The capital expenditure for the full year FY'15 was INR 304 Crore including INR 244 Crore on cable business and INR 57 Crore on broadband business.

Liquidity and Funding

As on 31st March 2015, the Company had cash and cash equivalents (including short term and liquid investments) of INR 934 Crore. During the year ended 31st March 2015, the Company generated operating cash flow of INR 61 Crore. The net debt as on 31st March 2015 was INR 62 Crore only. The company was graded in 'A' category for long term and A1 for short term with a 'Stable' outlook by the credit rating agency ICRA.

Cable Business Financial Highlights

The year saw the delay in implementation of DAS Phase 3 and 4 to 31 December 2015 and 31 December 2016 respectively. However, continuing with plans to digitize the analog cable subscriber base, DEN seeded additional one million STBs in FY'14-15. This takes the digital subscribers base of the company to 7 million out of a total 13 million subscribers. The company also remained focused on improving subscription revenues and net realizations in DAS 1 and 2 cities which resulted in 33% increments in subscription revenues per box in DAS 1 and 2 Markets. The Blended Revenue per Box (Billing Less

Applicable Taxes) in DAS 1 and 2 markets increased from INR 58 in FY'14 to INR 77 in FY'15. By the end of the year, 9 cities of DAS markets generated net realization (Collection Less Taxes) of more than INR 80 per STB in Q4 FY'15 compared to 3 cities in year ago period.

Cable business revenues increased 3.5% in FY'15 to INR 1,093 Crore from INR 1,055 Crore in last year. On a like to like basis (excluding LCO Share) revenues increased by 0.9% in FY'15 to INR 1,030 Crore vs INR 1,021 Crore last year. Revenues excluding activation income and LCO Share increased 11.5% to INR 966 Crore in FY'15 from INR 866 Crore in FY'14. The increase was driven by 25% jump in subscription income in FY'15 to INR 459 Crore from INR 368 Crore in earlier year. Subscription income contributed 48% of total revenues (excluding activation) in FY'15 compared to 42% in FY'14. The detailed breakup of revenues is as below:

| | FY'14 | FY'15 |
|---------------|-------|-------|
| Subscription* | 368 | 459 |
| Placement | 465 | 474 |
| Activation | 155 | 64 |
| Others | 33 | 33 |

*Excluding LCO Share

EBITDA for the cable business declined to INR 187 Crore in FY'15 compared to INR 301 Crore in earlier period due to 25% increase in content costs (CPS impact of Star and ZEE etc.) and increase in lease line costs, cable network and maintenance expenses and other operational cost due to investments in DAS phase 3 and 4 markets where the company will start generating money post sunset dates. The company witnessed EBITDA Margin (excluding activation) of ~20% in phase 1 and 2 markets despite a significant pressure on content cost from broadcasters.

HUMAN RESOURCE MANAGEMENT

A pool of committed and motivated employees is the most important asset to an organization. Conforming to this, in the past year the company has seen rapid growth in terms of recruitments. Professionals from diverse fields including Technology, HR, Operations, and Finance, Accounting, Marketing, Research, Technical and Administrative functions are being recruited. DEN has adopted HR policies focused on the long term development and retention of its human capital keeping in mind the company's expanding scope of operations across the country.

Recruitment

Vast growth in the cable business along with diversification of the company into new verticals; especially broadband has seen a huge demand for talented individuals in the organization. Along with retaining its current employees, the company undertook major recruitment drives taking the total employee count to over 1,000. Employees are recruited with a vision of creating synergy and ensuring great dynamics in the workplace.

Training & Development

With the company's expanding scope of operations, training and development has an even more vital role to play. DEN continues its endeavor to enhance its human resource capability by investing heavily in skill development and training of its employees along with various employee engagement initiatives. The company has tied up with leading business schools in India for exclusive deals on higher education for DEN employees and their families.

Rewards & Recognition

DEN has taken various initiatives to improve employee productivity and efficiency by providing enriched jobs, opportunities for career growth and other incentives. The company has a comprehensive remuneration policy that is competitive and in consonance with industry best practices. Rewards and Recognition programs like awarding the 'Star of the Month' to top performers ensures that employee morale and confidence remain high. The Company has a management system in place which aims to align the performance of its employees with the organization's objectives.

Employee Engagement and Welfare Activities

DEN acknowledges the fact that the productivity of the company is directly proportional to the productivity of its employees and hence organizes a host of employee engagement events throughout the year. Annual excursions, weekly movie and puzzle contests, employee birthday bashes and elaborate celebrations on all festivals and occasions are organized

Apart from this, a comprehensive Employee Wellness Programs has been launched to raise awareness about common lifestyle problems, urban ailments and how to combat them in today's world. A different aspect of health is taken up every month. Partnerships with medical institutions, regular health camps and checkups are organized in working hours as a part of this initiative. A very good response has been received from employees and more many more such initiatives are planned in the months to come.

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) on Corporate Governance, the report contains the details of Corporate Governance Systems and processes at DEN Networks Limited (“DEN”).

I COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At DEN, we believe that it is imperative for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. For DEN, Corporate Governance is an ethical driven business process that is committed to aim at enhancing an organization’s brand and reputation. DEN always seek to ensure that performance is driven by integrity. This is vital to gain and retain the trust of stakeholders, creditors, banks and all other counterparts.

The Securities and Exchange Board of India (SEBI) amended the Listing agreement effective October 1, 2014, to bring in additional corporate governance norms for the listed entities. These norms provide for stricter disclosures and protection of investor’s rights, including equitable treatment of minority and foreign shareholders.

The corporate governance framework also depends on the legal, regulatory, institutional and ethical environment of the community. Enlightened goal setting, effective decision-making and efficient monitoring forms the base for a system of good corporate governance. With the increasing complexity in business in today’s world, sound governance practices are becoming more and more essential in building and maintaining the trust of all stakeholders. Good corporate governance practices are also essential

for a sustainable business model for generating long term value for all its stakeholders.

The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue the highest standards of Corporate Governance in the overall interest of all its stakeholders.

II BOARD OF DIRECTORS

a. Composition of the Board of Directors

The Company’s Board is an optimum mix of executive, non-executive and independent directors constituted in conformity with the provisions of the Companies Act, 2013, FDI guidelines, Listing Agreement, terms of the Shareholders’ agreement and other statutory provisions. The size and composition of the Board of Directors confirms the requirement of the Listing Agreement. Presently the Board comprises of six (06) members, all of whom are Non-Executive Directors except Mr. Sameer Manchanda, Chairman Managing Director of the Company. More than one-half of the total numbers of Directors are Independent. None of the Directors are inter-se related to each other. The Board of Directors in its meeting dated August 13, 2014 had approved appointment of Ms. Nandita Agarwal Parker as Non Executive Independent Director (Woman Director) in the Company subject to prior approval of the Ministry of Information and Broadcasting (“MIB”) in terms of consolidated FDI Policy dated April 17, 2014 as amended from time to time. The approval of the MIB is awaited. The details of the Directors on the Board of the Company during the year ended March 31st, 2015 are set out in the table below:-

| Name of Director | Category of Directorship | No. of outside Directorships Held | No. of Chairmanships / Memberships of other Board Committees | |
|-------------------------------|---|-----------------------------------|--|----------------|
| | | | Chairmanship | Membership |
| Mr. Sameer Manchanda | Chairman & Managing Director | Nil | Nil | Nil |
| Mr. Shahzaad Siraj Dalal | Non Executive Nominee Director of IL&FS | 5 | Nil | 1 |
| Mr. Krishna Kumar Gangadharan | Alternate Director to Mr. Shahzaad Siraj Dalal | 3 | 1 | 3 [®] |
| Mr. Ajaya Chand | Non Executive, Independent Director | Nil | Nil | Nil |
| Mr. Robindra Sharma | Non Executive, Independent Director | Nil | Nil | Nil |
| Mr. Atul Sharma | Non Executive, Independent Director | Nil | Nil | Nil |
| Mr. Ankur Ambika Sahu | Non Executive Nominee Director of Goldman Sachs | Nil | Nil | Nil |
| Mr. Vishal Kamalnain Bakshi* | Alternate Director to Mr. Ankur Ambika Sahu | Nil | Nil | Nil |

* vacated the office in terms of Section 161 w.e.f. February 13, 2015

[®] Membership in audit committees includes a company in which he acts as chairman of audit committee.

- a) For the purpose of considering the total number of directorships, all Public Limited Companies, whether listed or not, have been considered. Private Limited Companies whether subsidiary of a Public Limited Company or not, Directorship in DEN Networks Limited, Alternate Directorships, Foreign Companies and Companies under Section 8 of The Companies Act, 2013, have not been included.
- b) For the purpose of considering the total number of Memberships/ Chairmanships of Committee(s) only Audit Committees and Stakeholders' Relationship Committees of all Public Limited Companies have been considered.
- c) None of the Directors is a Chairman / member in more than 5 / 10 committees across all Companies in which they are Directors.

b. Board Meetings and Procedures

The Board of Directors constantly strives to achieve the overall goals of the Company. The Board consists of professionals and learned executives having in depth knowledge of their respective fields to oversee the overall functioning of the Company and to take strategic decisions in the best interest of the stakeholders.

At least four meetings of the Board are held every year generally after the end of each financial quarter. Besides this, the members of the Board meet to consider various matters as and when required. The Board also considers urgent matters, if required, by passing of resolutions by circulation.

The Company Secretary is responsible to provide the detailed information to all the Board members regarding matters to be considered at the Board meeting along with the Agenda thereof, in advance of the Board Meetings. The members of the Board have complete freedom to express their views on the matters discussed and thereafter the final decision is taken on the basis of consensus on each agenda item. Minutes of the proceedings of every Board meeting are recorded and are discussed before approval by members of the Board at the successive Board meeting, after which they are entered into the minute book. Implementation status of various decisions taken at the Board Meeting is reviewed in the successive meetings of the Board.

c. Attendance at Board Meetings and Annual General Meeting

A total of 05 (five) meetings were held during the financial year 2014-15 on May 30, 2014, August 13, 2014, November 14, 2014, January 19, 2015 and February 13, 2015. The Seventh Annual General Meeting of the Company was held on September 25, 2014.

The details of attendance of Directors at the meetings of the Board and at the last Annual General Meeting are as under:

| Name of Director | No. of Board Meetings attended | Attended last Annual General Meeting |
|---|--------------------------------|--------------------------------------|
| Mr. Sameer Manchanda | 05 | Yes |
| Mr. Shahzaad Siraj Dalal | Nil | No |
| Mr. Krishna Kumar (Alternate Director to Mr. Shahzaad Siraj Dalal) | 05 | No |
| Mr. Ajaya Chand | 05 | Yes |
| Mr. Robindra Sharma | 05 | No |
| Mr. Atul Sharma | 01 | No |
| Mr. Ankur Ambika Sahu | 01 | No |
| Mr. Vishal Kamalnain Bakshi (Alternate Director for Mr. Ankur Ambika Sahu)* | 02 | No |

* vacated the office in terms of Section 161 w.e.f., February 13, 2015

d. Appointment/Re-appointment of Directors

Pursuant to the provisions of Sections 152 of the Companies Act, 2013, Sameer Manchanda, Chairman Managing Director shall retire by rotation at the forthcoming Annual General Meeting. As per Clause 49 of the Listing Agreement and the Companies Act, 2013, it would be necessary to have at-least one half of the total number of directors as independent directors. Further, the Companies Act, 2013 stipulates that an independent director shall hold office for a term up to five consecutive years on the Board of the Company and shall not be liable to retire by rotation.

The Board has recommended to the shareholders the appointment/re-appointment of the aforesaid director retiring by rotation, as in the opinion of the Board, he fulfills the conditions specified in this Act for holding of office of director. The detailed resume of the aforesaid proposed appointee who have offered himself for appointment/re-appointment is provided in the explanatory statement annexed to the notice of the Annual General Meeting.

e. Approval of appointment of Woman Director during the financial year 2014-2015

Ms. Nandita Agarwal Parker – Non Executive Independent Director

The Board of Directors in its meeting dated August 13, 2014 approved the appointment of Ms. Nandita Agarwal Parker, Woman Director in the Company subject to approval of the Ministry of Information and Broadcasting (“MIB”) in terms of consolidated FDI Policy dated April 17, 2014 as amended from time to time. The brief profile of Ms. Nandita Agarwal Parker is as follows:-

Ms. Nandita A. Parker is one of the pioneers of equities research in India. She is Portfolio Manager and CEO with 20 years of combined experience in emerging markets investing, asset management and equities research. She has demonstrated the ability to build and maximize the efforts of a research team utilizing the unparalleled domestic and international relationships that she developed over the span of her wall street and asset management career. She established and founded Karma Capital Management LLC, the first India-dedicated alternative investment platform in 2003. Spanning 3 decades, Nandita's professional experience includes Emerging Markets Portfolio Management roles at two U.S based hedge funds, and international equities research roles at American Century Investment Management, Inc. from 2004-2005, She was an Indian market strategist at Bear Stearns & Co. Inc. Nandita began her professional career as a U.S. Media/ Entertainment analyst at Gerard Klauer Mattison & Co. Inc., in New York, from 1991 to 1994.

She is the founder of Asset Managers Roundtable of India (AMRI), an initiative which brings together members of the Investment industry of India to engage and work together with the government and the market regulators for Capital Market reforms. Ms. Parker has done MBA in Finance from the College of William & Mary (Williamsburg, Virginia), and a Bachelor of Arts in Economics with Honors from Delhi University.

f. Appointment of Whole Time Director during the financial year 2014-15

Mr. Mohammad Ghulam Azhar – Whole Time Director

The Board of Directors in its meeting dated February 13, 2015 and Shareholders of the Company through Postal Ballot dated June 23, 2015 have approved the appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director in the Company subject to approval of the Ministry of Information and Broadcasting ("MIB") in terms of consolidated FDI Policy dated April 17, 2014 as amended from time to time. The brief profile of Mr. Mohammad Ghulam Azhar is as follows:-

Mr. Mohammad Ghulam Azhar holds a Masters degree in Finance and Control. He has over 18 years of vast experience in strategic and financial planning, fund raising, capital structuring and mergers & acquisitions. His experience in media sector operations has been instrumental in establishing DEN as one of the leading cable service provider in the country. He is one of the founding members of DEN and has played a key role in the Company since its inception. He is working as the Chief Operating Officer of DEN Networks Limited. He has been instrumental in developing the vision for DEN and has played an active part in devising and executing strategies for joint ventures ("JVs") mergers, acquisitions and for the overall growth

of the Company. He has also played a key role in several fund raising efforts including the DEN IPO, the first IPO in the Indian Cable TV industry.

g. Re-appointment of Director liable to retire by rotation

A brief description of the Director, whose candidature is proposed for re-appointment at the forthcoming Annual General Meeting, along with name of the Companies in which he holds directorships, memberships / chairmanships of Committees of Board and his shareholding in the Company as required under Clause 49 of the Listing Agreement is provided as below:

Mr. Sameer Manchanda, Chairman Managing Director

Mr. Sameer Manchanda has over 2 decades' experience in the Indian media industry and has played an active role in the evolution of the Indian television industry since 1984. His experience and expertise span all segments of the media industry including the fields of strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He is a qualified Chartered Accountant & a Fellow member of the Institute of Chartered Accountants of India.

Mr. Sameer Manchanda has been associated with the Indian television industry since 1984 and is an acknowledged expert in various fields including strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He was a co-founder of the erstwhile IBN18, home of leading television channels CNN IBN and IBN7 and was the Joint Managing Director of the Company from 2005 to 2010.

He was also a founding member of the News Broadcasters Association and served as its President in 2009 and 2010. The industry portal Indiantelevision.com has recognized him as a Top 10 executive of the Indian television industry for two successive years, 2008 and 2009.

h. Shareholding of Directors

Shareholding of the Directors of the Company as on March 31, 2015 is as under:-

| Sl. No. | Name of Director | No. of shares held (face value Rs. 10/- each) |
|---------|--------------------------|---|
| 1 | Mr. Sameer Manchanda | 46,654,550 |
| 2 | Mr. Shahzaad Siraj Dalal | 20,000 |
| 3 | Mr. Krishna Kumar* | 7,720 |
| 4 | Mr. Ajaya Chand | 64,420 |
| 5 | Mr. Robindra Sharma | Nil |
| 6 | Mr. Atul Sharma | Nil |
| 7 | Mr. Ankur Ambika Sahu | Nil |

*Alternate director to Mr. Shahzaad Siraj Dalal

III. COMMITTEE(S) OF BOARD

To facilitate the operations and to comply with statutory requirements, the Board of the Company has constituted different Committees having their focused attention on various working aspects of the Company. Presently the Board has six standing committees and has the power to constitute such other such committees, as required from time to time. The details of the various Committees of the Board are as under:

1. AUDIT COMMITTEE

(a) Composition

The Audit Committee of the Company is constituted in accordance with the provision of Clause 49 of Listing Agreement with the Stock Exchange(s) and the Companies Act, 2013. The Audit Committee comprises of the following Directors out of which two third are Independent Directors. The composition of the Audit Committee is as follows:

| Name of Member | Category of Directorship | Position |
|----------------------|-------------------------------------|----------|
| Mr. Ajaya Chand | Non-Executive, Independent Director | Chairman |
| Mr. Robindra Sharma | Non-Executive Independent Director | Member |
| Mr. Shahzaad S Dalal | Non-Executive, Nominee Director | Member |

All the members of the Audit Committee are financially literate and the Chairman of the Audit Committee is a financial expert. The Company Secretary of the Company acts as Secretary of the Committee.

(b) Brief description of terms of reference

The terms of reference of the Audit Committee as defined by the Board are as under:

- (a) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (b) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- (c) Reviewing with the management and examination of the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report;
- (d) Reviewing with the management and examination of the quarterly financial statements before submission to the board for approval;
- (e) Approval or any subsequent modification of transactions of the company with related parties;
- (f) Scrutiny of inter-corporate loans and investments;
- (g) Valuation of undertakings or assets of the company, wherever it is necessary;
- (h) Evaluation of internal financial controls and risk management systems;
- (i) monitoring the end use of funds raised through public offers and related matters.
- (j) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- (k) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (l) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (m) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (n) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (o) Discussion with internal auditors of any significant findings and follow up there on;
- (p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- (q) 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;
- (r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (s) To review the functioning of the Whistle Blower mechanism;
- (t) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (u) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Committee invites such of the Board Members and senior management team, as it considers appropriate to be present at its meetings. The Statutory Auditors are also invited to these meetings. The Audit Committee reviews the reports of the Internal Auditors as and when required & discusses their findings, observations, suggestions, internal control systems, scope of audits and other related matters.

(c) Number of meetings & attendance

During the year under review, Four (04) meetings were held during the financial year 2014-15 on May 30, 2014, August 13, 2014, November 14, 2014 and February 13, 2015. The details of attendance of members at the Committee Meetings are as under:

| Name | Designation | No. of meetings attended |
|---|---------------------------|--------------------------|
| Mr. Ajaya Chand | Chairman of the Committee | 04 |
| Mr. Shahzaad S Dalal | Member of the Committee | 0 |
| Mr. Krishna Kumar (Alternate Director for Mr. Shahzaad Siraj Dalal) | Member of the Committee | 04 |
| Mr. Robindra Sharma | Member of the Committee | 04 |

2. STAKEHOLDERS' RELATIONSHIP COMMITTEE

(a) Composition

The Shareholders' Grievance Committee was renamed as Stakeholders' Relationship Committee vide resolution passed by the Board of Directors of the Company on May 30, 2014 in compliance with the provisions of the Companies Act 2013.

The Stakeholders' Relationship Committee has been constituted to look into investor's complaints like transfer of shares, non-receipt of

declared dividends etc. and take necessary steps for redressal thereof. The Committee is a Board level committee under the Chairmanship of Mr. Ajaya Chand, Non- Executive Independent Director. There was no meeting held during the year. The present composition of the Stakeholders' Relationship Committee is as under:-

| S. No. | Name | Category of Directorship | Position |
|--------|----------------------|------------------------------------|----------|
| 1 | Mr. Ajaya Chand | Non Executive Independent Director | Chairman |
| 2 | Mr. Robindra Sharma | Non Executive Independent Director | Member |
| 3 | Mr. Sameer Manchanda | Executive Director | Member |

The Company Secretary of the Company acts as the Compliance Officer of the Committee.

(b) Terms of reference, powers & role of the Committee

The Committee specifically looks into the redressal of shareholders' / investors' complaints.

(c) Investors' correspondence / complaints & their redressal

The Company received 149 correspondence(s) / complaints from the Shareholders during the period from April 1, 2014 to March 31, 2015 which were general in nature. All complaints were redressed / attended to the satisfaction of the shareholders effectively within the statutory time limit and no complaint was pending at the end of financial year March 31, 2015.

3. NOMINATION AND REMUNERATION/ COMPENSATION COMMITTEE

(a) Composition

The Nomination and Remuneration/Compensation Committee comprises of four members. All the members of the Committee are Non-Executive Directors except Mr. Sameer Manchanda. The Chairman of the Committee is an Independent Director.

During the year under review, Three (03) meetings were held during the financial year 2014-15 on August 13, 2014, January 06, 2015 and February 13, 2015 in compliance with the provisions of the Companies Act, 2013.

| S. No. | Name of Member | Category of Directorship | Position |
|--------|-----------------------|-------------------------------------|----------|
| 1 | Mr. Ajaya Chand | Non-Executive, Independent Director | Chairman |
| 2 | Mr. Robindra Sharma | Non Executive, Independent Director | Member |
| 3 | Mr. Ankur Ambika Sahu | Non Executive, Independent Director | Member |
| 4 | Mr. Sameer Manchanda | Executive Director | Member |

(b) Terms of reference, powers & role of the Committee

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- To carry out evaluation of every Director’s performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance
- To administer, monitor and formulate detailed terms and conditions of the Employees’ Stock Option Scheme including:
 - the quantum of options to be granted under Employees’ Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and
 - the procedure for cashless exercise of options.
- To carry out any other function as is mandated by the Board from time to time and

/ or enforced by any statutory notification, amendment or modification, as may be applicable;

- To perform such other functions as may be necessary or appropriate for the performance of its duties.

(c) Number of Committee meetings & attendance

The committee met 03 (three) time during the period under review. The detail of attendance of members at the Committee Meeting is as under:

| S. No. | Name of Member | No. of meetings attended |
|--------|-----------------------|--------------------------|
| 1 | Mr. Ajaya Chand | 03 |
| 2 | Mr. Sameer Manchanda | 03 |
| 3 | Mr. Robindra Sharma | 03 |
| 4 | Mr. Ankur Ambika Sahu | 01 |

(d) Policy for selection and Appointment of Directors and their Remuneration

The Nomination and Remuneration Committee (N&R Committee) has adopted a Policy which, inter alia, deals with the manner of selection of Board of Directors and their remuneration.

Appointment and removal of Director, KMP(s) and Senior Management

Appointment criteria and qualification:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment. For the appointment of KMP (other than Managing / Whole time Director) or Senior Management, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole time Director) or Senior Management, the Managing Director is authorised to identify and appoint a suitable person for such position. However, if the need be, the Managing Director may consult the Committee / Board for further directions / guidance.

Term:

The Term of the Directors including Managing / Wholetime Director / Independent Director shall be governed as per the provisions of the Companies Act, 2013(“Act”) and Rules made thereunder and the Clause 49, as amended from time to time. Whereas the term of the KMP (other than the Managing / Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

Evaluation:

The Committee shall carry out evaluation of performance of every Director. The Committee shall

identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process. Framework for performance evaluation of Independent Directors and the Board is as per Policy framed for this purpose.

Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

Remuneration of Managing / Whole-time Director, KMP and Senior Management:

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder. Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

Remuneration to Non-executive / Independent Director:

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / Shareholders. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the Clause 49, as amended from time to time.

Compensation to the Members of the Board

During the financial year 2014-15, the company has not paid remuneration to any Director except Mr. Sameer Manchanda, Chairman Managing Director of the Company. The details of remuneration are mentioned below. The Non-Executive & Independent members of the Board are paid sitting fees for attending the meetings of the Board within the ceiling as provided under the Companies Act, 2013. Besides this Non-Executive

Directors do not have any other pecuniary relationship or transaction with the Company. The Company has no policy of advancing any loans to Directors.

| S. No. | Particulars | Amount in millions (Rs.) |
|--------|----------------------|--------------------------|
| 1. | Basic Salary | 10.56 |
| 2. | House Rent Allowance | 5.28 |
| 3. | Management Allowance | 8.93 |
| 4. | Provident Fund | 1.27 |
| | Total | 26.04 |

The shareholders of the Company by the resolution passed by postal ballot dated December 28, 2010 and subsequently revised by a resolution passed by postal ballot dated February 28, 2013, approved the terms of remuneration for Mr. Sameer Manchanda, Chairman Managing Director of the Company.

Sitting Fees to the Non-Executive Directors

The Company pays sitting fees to all the Non-Executive Directors of the Company. The sitting fees paid is within the limits prescribed under the Companies Act, 2013.

| Name of Director | Sitting Fees of Board Meetings | Sitting Fees of Committee Meetings | Total Fees |
|--------------------------|--------------------------------|------------------------------------|------------------|
| Mr. Shahzaad Siraj Dalal | Nil | Nil | Nil |
| Mr. Krishna Kumar | 2,50,000 | 40,000 | 2,90,000 |
| Mr. Ankur A. Sahu | 50,000 | 10,000 | 60,000 |
| Mr. Vishal K. Bakshi | 1,00,000 | Nil | 1,00,000 |
| Mr. Ajaya Chand | 2,50,000 | 1,20,000 | 3,70,000 |
| Mr. Robindra Sharma | 2,50,000 | 90,000 | 3,40,000 |
| Mr. Atul Sharma | 50,000 | Nil | 50,000 |
| Total | 9,50,000 | 2,60,000 | 12,10,000 |

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(a) Composition

The Corporate Social Responsibility Committee comprises of three members. All the members of the Committee are Non-Executive Directors except Mr. Sameer Manchanda. The Chairman of the Committee is an Independent Director.

The Corporate Social Responsibility Committee was constituted vide resolution passed by the Board of Directors of the Company on May 30, 2014 in compliance with Section 135 of the Companies Act, 2013.

| S. No. | Name of Member | Category of Directorship | Position |
|--------|----------------------|-------------------------------------|----------|
| 1 | Mr. Ajaya Chand | Non-Executive, Independent Director | Chairman |
| 2 | Mr. Robindra Sharma | Non-Executive, Independent Director | Member |
| 3 | Mr. Sameer Manchanda | Executive Director | Member |

(b) Number of meetings & attendance

The committee met one (01) time during the financial year 2014-15 on July 17, 2014. The details of attendance of members at the Committee Meetings are as under:

| Name | Designation | No. of meetings attended |
|----------------------|---------------------------|--------------------------|
| Mr. Ajaya Chand | Chairman of the Committee | 01 |
| Mr. Robindra Sharma | Member of the Committee | 01 |
| Mr. Sameer Manchanda | Member of the Committee | 01 |

(c) Terms of Reference of the Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder
- To recommend the amount of expenditure to be incurred on the CSR activities
- To monitor the implementation of the CSR Policy of the Company from time to time
- To approve the Corporate Sustainability Reports and oversee the implementation of sustainability activities

5. RISK MANAGEMENT COMMITTEE

(a) Composition

The Risk Management Committee (RM Committee) was constituted by the Board on October 13, 2014 adhering to the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee comprises of the following Members:

| | |
|-----------------------|------------------------------------|
| Mr. Ajaya Chand | Non-Executive Independent Director |
| Mr. Ankur Ambika Sahu | Non-Executive Nominee Director |
| Mr. Robindra Sharma | Non-Executive Independent Director |

and Chief Operating Officer and Chief Financial Officer.

(b) Role and Responsibilities of the Committee includes the following:

- Framing of Risk Management Plan and Policy

- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for risk minimisation
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed
- Performing such other functions as may be necessary or appropriate for the performance of its oversight function

6. INDEPENDENT DIRECTORS COMMITTEE

Independent Directors committee comprises of Mr. Ajaya Chand, Mr. Robindra Sharma and Mr. Atul Sharma as members. During the year under review, all the independent directors except Mr. Atul Sharma met on February 13, 2015, inter alia, to discuss following agendas.

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration/ Compensation Committee.

The Board Members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. The familiarization programme can be assessed at the web-site of the company's website at the link: http://www.dennetworks.com/corporate_gov.htm.

Besides the above-mentioned Committees, the Company also has the following working Committees of the Board:

- 1 Finance Committee
- 2 Securities Issue Committee

- 3 Routine Business Matters Committee
- 4 Whistle Blower Committee

IV. CODE OF CONDUCT

The Board had laid down a Code of Conduct for all the Directors and Senior Management (Executives) of the Company as required under Clause 49 (IIE) of the Listing Agreement. This Code is also posted on the Company website (www.dennetworks.com). All the Board Members and Senior Management Personnel to whom this Code of Conduct is applicable have affirmed compliance with the Code and a declaration of this affirmation from Chief Executive Officer of the Company forms a part of this report as Annexure – 'B'.

Code of Conduct for Prohibition of Insider Trading

The Company has formulated a Code of Conduct for Prevention of Insider Trading ('Code') in accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company's Code, inter alia, prohibits purchase and/or sale of shares of the Company by an insider, while in possession of unpublished price sensitive information in relation to the Company and also during certain prohibited periods. This code is available on the Company website (www.dennetworks.com).

Disclosures

- None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with the related parties as set out in the Notes on Accounts, forming part of this Annual Report.
- The Company has complied with all the requirements, as applicable to the Company, to the best of its knowledge and understanding, of the Listing Agreement with the Stock Exchange(s), the regulations and guidelines of the Securities and Exchange Board of India (SEBI). SEBI, Stock Exchange(s) or any other statutory authorities have imposed no penalties or strictures on matters relating to capital markets from the date of listing i.e. November 24, 2009.
- The Company has complied with all the mandatory requirements under Clause 49, as applicable.
- Management Discussion and Analysis Report is provided as a part of the Directors' Report published as the previous section in this Annual Report.
- In preparation of the financial statements, the Company has followed the Accounting Standards as issued by 'The Institute of the Chartered Accountants of India', to the extent applicable.
- Business Risk Evaluation and Management is an ongoing process within the Company. The objective of the Company's risk management practices is to identify the potential areas that may

affect the affairs of the Company and ensure the reasonable assurances to avoid any possible damage to the assets and properties of the Company.

- Chief Executive Officer and Chief Financial Officer have furnished to the Board, a certificate in respect of the financial statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2015, which forms part of this report as Annexure – 'C'.

V. GENERAL BODY MEETINGS

The details of last three Annual General Meetings of the Company are as follows:

| Year | Location | Date | Day | Time |
|---------|---|--------------------|-----------|------------|
| 2011-12 | Kamani Auditorium, 1 Copernicus Marg, Near Mandi House – New Delhi – 110001 | September 27, 2012 | Thursday | 12.30 P.M. |
| 2012-13 | Sri Sathya Sai International Centre, Pragati Vihar, Institutional Area, Lodhi Road, New Delhi-110003 | September 18, 2013 | Wednesday | 11.30 A.M. |
| 2013-14 | PHD Chamber of Commerce & Industry, 4/2, Siri Fort Institutional Area, August Kranti Marg, New Delhi-110016 | September 25, 2014 | Thursday | 11.30 A.M. |

Special resolutions passed at the last 3 Annual General Meetings (AGM)

1. At the AGM held on September 27, 2012:- There was no matter that required passing of a special resolution.
2. At the AGM held on September 18, 2013:- There was no matter that required passing of a special resolution.
3. At the AGM held on September 25, 2014:- There was no matter that required passing of a special resolution except alteration of Articles of Association.

Details of Special Resolution passed through Postal Ballot

During the financial year 2014-15, following special resolutions were passed by way of Postal Ballot for seeking approval of members for:

1. Authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013
2. Creation of charge on assets under Section 180 (1) (a) of the Companies Act, 2013

3. Alteration of Memorandum of Association in terms of Companies Act, 2013
4. Issue of Securities under Employee Stock Option Scheme (ESOS) through Purchase from Secondary Market
5. Issue of Securities under Employee Stock Option Scheme (ESOS) to the Employees and Directors of Subsidiary/Associate Company(ies) through Purchase from Secondary Market
6. Issue of more than 1% Securities under Employee Stock Option Scheme (ESOS) to employees of the Company through Purchase from Secondary Market
7. Issue of Securities under Employee Stock Option Scheme (ESOS) through issuance and allotment of new shares
8. Issue of Securities under Employee Stock Option Scheme (ESOS) to the Employees and Directors of Subsidiary/Associate Company(ies) through issuance and allotment of new shares
9. Issue of more than 1% Securities under Employee Stock Option Scheme (ESOS) to employees of the Company through issuance and allotment of new shares (Voting Pattern to be included)

The said resolutions were passed through Postal Ballot and Shareholders of the Company were provided e-Voting facility for casting their votes electronically on the said resolutions. Mr. Neelesh Kumar Jain, Practicing Company Secretary was appointed as Scrutinizer for the Postal Ballot Process by the Board of Directors. The special resolutions were passed with requisite majority details of which mentioned herein below:-

| S. No. | Particulars | % voted in favor of resolution | % voted against the resolution |
|--------|---|--------------------------------|--------------------------------|
| 1 | Authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013 (Special Resolution) | 99.98 | 0.02 |
| 2 | Creation of charge on assets under Section 180 (1) (a) of the Companies Act, 2013 (Special Resolution) | 99.98 | 0.02 |
| 3 | Alteration of Memorandum of Association in terms of Companies Act, 2013 (Special Resolution) | 97.53 | 2.47 |
| 4 | Issue of Securities under Employee Stock Option Scheme (ESOS) through Purchase from Secondary Market to employees of the Company (Special Resolution) | 95.99 | 4.01 |
| 5 | Issue of Securities under Employee Stock Option Scheme (ESOS) to the Employees and Directors of Subsidiary/Associate Company(ies) through Purchase from Secondary Market (Special Resolution) | 95.99 | 4.01 |

| | | | |
|---|---|-------|------|
| 6 | Issue of more than 1% Securities under Employee Stock Option Scheme (ESOS) to employees of the Company through Purchase from Secondary Market (Special Resolution) | 95.99 | 4.01 |
| 7 | Issue of Securities under Employee Stock Option Scheme (ESOS) through issuance and allotment of new shares (Special Resolution) | 95.86 | 4.14 |
| 8 | Issue of Securities under Employee Stock Option Scheme (ESOS) to the Employees and Directors of Subsidiary/Associate Company(ies) through issuance and allotment of new shares (Special Resolution) | 95.86 | 4.14 |
| 9 | Issue of more than 1% Securities under Employee Stock Option Scheme (ESOS) to employees of the Company through issuance and allotment of new shares (Special Resolution) | 95.86 | 4.14 |

The Company has passed following resolution since April 1, 2015 till the signing of Corporate Governance Report for the financial year 2014-2015, Four (04) Special Resolutions has been passed through postal ballot viz., Increase in Foreign Investment limits in the Company, Appointment of Mr. Mohammad Ghulam Azhar as Whole Time Director, Amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of securities to employees of the company and Amendment to DEN ESOP Plan B-2014 under Section 62 and other applicable provisions, if any of the Companies Act, 2013, to issue of securities to employees and directors of the subsidiary companies and the Board propose re-appointment of Mr. Sameer Manchanda as Chairman Managing Director, which shall require shareholders approval through e-voting/postal ballot.

VI. DISCLOSURES

(i) Materially significant related party transactions that may have potential conflict with the interests of the Company at large:

None of the transactions with any of the related parties i.e. transactions of the Company of material nature, with its Promoters, the Directors and the management, their relatives or subsidiaries, etc. were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes of the Standalone Financial Statements, forming part of

the Annual Report. The Company's major related party transactions are generally with its subsidiaries and associates. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, sectoral specialization, the Company's long-term strategy for sectoral investments, optimization of market share, profitability, legal requirements, liquidity and capital resources of subsidiaries and associates. All related party transactions are negotiated on arm's length basis and are intended to further serve the interests of the Company.

(ii) Non Compliance

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years except issuance of consent order dated March 11, 2013 by SEBI for settlement of the adjudication proceedings and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or any other statutory authority.

(iii) Constitution of Whistle Blower Mechanism

The Company has framed a Whistle Blower Policy which was approved by the Board of Directors on May 30, 2014. The Company's personnel have access to the Chairman of the Audit Committee in cases such as concerns about unethical behavior, frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee.

(iv) Details of compliance with mandatory requirement and adoption of non-mandatory requirements

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement entered into with the Stock Exchanges and have also adopted non mandatory requirements.

VII MEANS OF COMMUNICATION

- Quarterly financial results and audited Annual financial results are published regularly within the prescribed time limit in 'Business Standard' (English and Hindi editions).
- In compliance with the Listing Agreement, the Company promptly submits the financial results and other business updates to the Stock Exchange(s) to enable them to display these on their websites.
- The Financial results and other shareholders information(s) is also displayed on the Company's website (www.dennetworks.com)

- The Company has an exclusive e-mail id :- investorrelations@denonline.in dedicated for prompt redressal of shareholders' queries, grievances etc.,
- The Company holds analyst call in each quarter, to apprise and make public the information relating to the Company's working and future outlook.

VIII. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

| | |
|------------|--|
| Day & Date | Tuesday, 29 th September, 2015 |
| Time | 11.30 A.M |
| Venue | Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi 110001, Delhi |

Financial Calendar:

[Tentative and subject to change]

| | |
|---|--|
| Financial Reporting for the 1 st Quarter ending June 30 th , 2015. | Within first 14 days of August, 2015 |
| Financial Reporting for the 2 nd Quarter ending September 30 th , 2015. | Within first 14 days of November, 2015. |
| Financial Reporting for the 3 rd Quarter ending December 31 st , 2015. | Within first 14 days of February, 2016. |
| Financial Reporting for the last Quarter ending March 31 st , 2016. | Within 30 days of May 2016, in case of Audited Annual Financial Results. |

Date of Book Closure

22nd September, 2015 to 26th September 2015 (both days inclusive)

Listing on Stock Exchange(s) and Stock Code(s)

The Equity shares of the Company are listed on BSE Limited (BSE) under scrip code 533137 and on National Stock Exchange of India Limited (NSE) with scrip code 'DEN'.

The Annual Listing fee for 2015-16 has been paid to the aforesaid Stock Exchange(s) within the stipulated time period.

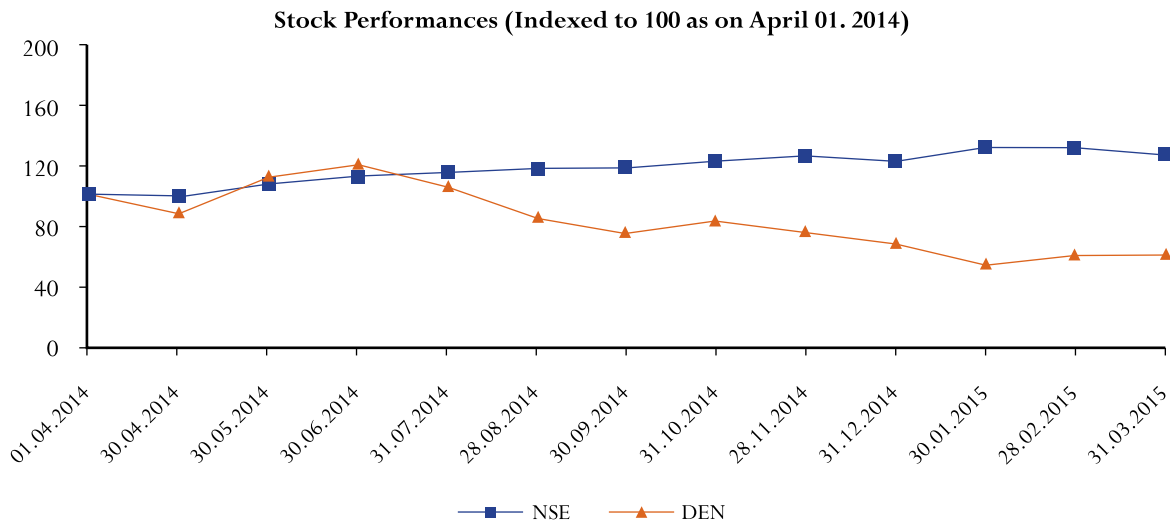
The International Securities Identification Number (ISIN) allotted to the Company's share under the Depository System is INE947J01015.

Market Price Data

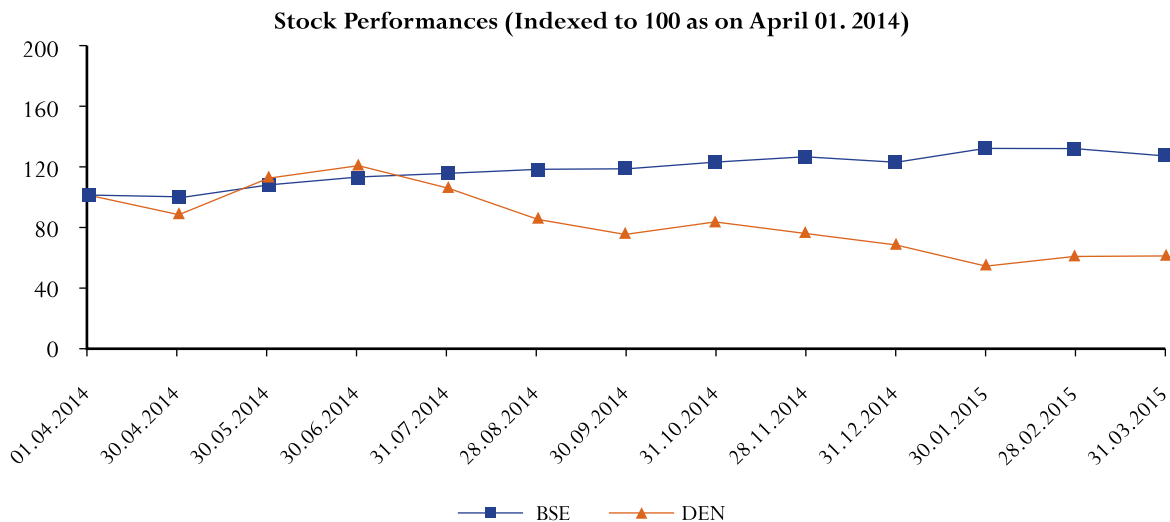
Equity Shares of the Company are listed and traded on BSE and NSE and the High/ Low rates of the shares of the Company during the year, ended on March 31, 2015 are as follows:

| Month | NSE (in Rs. Per share) | | BSE (in Rs. Per share) | |
|---------|------------------------|-------------------|------------------------|-------------------|
| | Month's High Price | Month's Low Price | Month's High Price | Month's Low Price |
| Apr-14 | 201.00 | 170.25 | 201.00 | 170.65 |
| May-14 | 226.80 | 168.00 | 227.00 | 168.00 |
| Jun-14 | 243.00 | 209.45 | 242.20 | 207.95 |
| July-14 | 246.50 | 196.70 | 246.15 | 198.90 |
| Aug-14 | 213.90 | 144.00 | 213.00 | 145.40 |
| Sep-14 | 182.90 | 143.00 | 182.90 | 143.00 |
| Oct-14 | 188.50 | 126.00 | 188.75 | 126.00 |
| Nov-14 | 167.30 | 140.00 | 167.60 | 140.55 |
| Dec-14 | 166.05 | 128.70 | 165.70 | 130.00 |
| Jan-15 | 149.00 | 104.70 | 148.30 | 104.80 |
| Feb-15 | 132.70 | 100.25 | 132.75 | 100.10 |
| Mar-15 | 127.85 | 110.80 | 128.30 | 111.00 |

Stock Performance in Comparison with NSE CNX Nifty



Stock performance in Comparison with BSE SENSEX



Address of the Registrar & Share Transfer Agent:

M/s. Karvy Computershare Private Limited
 Karvy House, 46 Avenue 4, Street No. 1,
 Banjara Hills, Hyderabad- 500 034
 Ph # (+ 91 40) 2342 0815
 Fax # (+91 40) 2342 0814
 Email: einward.ris@karvy.com

Name and designation of Compliance Officer

Jatin Mahajan
 Compliance Officer & Company Secretary
 Ph # (+91 –011) 40522242
 Fax # (+91 – 011) 40522204
 Email: investorrelations@denonline.in

Share Transfer System

M/s Karvy Computershare Private Limited is appointed as the Registrar & Share Transfer Agent of the Company. The transfer of shares is approved at the meetings of the Share Transfer Committee.

Approximate time taken for share transfer, if documents are in order in all respects : 15 days

Total No. of shares transferred during 2014 – 2015 : 9

Number of Shares pending for Transfer as on 31.03.2015 : Nil

Details as per clause 5A of Listing Agreement

Table (Clause 5A of the Listing Agreement)

Dematerialization credit of 309 equity shares of Rs.10 each, for four allottees could not happen till date, due to incorrect particulars of account holders. The Company through its Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, had sent several reminders to these allottees and in the absence of any response from any of them, had finally transferred the aforesaid equity shares to 'Den Networks Limited – Unclaimed Securities Suspense Account, as required under clause 5A of the Listing Agreement, following is the status of outstanding shares lying in the aforesaid account as on March 31, 2015:

| Particulars | No. of Shareholders | No. of Equity Shares |
|--|---------------------|----------------------|
| Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. 1 st April, 2014/ transferred to Account during the year ended 31 st March, 2015 | 4 | 309 |
| Number of shareholders who approached to the Company / RTA for transfer of shares from Unclaimed Suspense Account during the year ended 31 st March 2015 | Nil | Nil |
| Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended 31 st March 2015 | Nil | Nil |

| | | |
|---|---|-----|
| Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. as on 31 st March, 2015. | 4 | 309 |
|---|---|-----|

The voting rights on these shares are frozen till the rightful owner of these shares claims the shares.

* Note: The Shareholders may please note that the voting rights on the said shares shall remain frozen till the rightful owner of such shares claims the same.

IX INVESTORS UPDATE

- Investors are requested to communicate change of address, if any, directly to the share transfer agent of the Company at the above address.
- As required by SEBI, investors shall furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.
- The shareholders are requested to dematerialize their physical share certificates, through a depository participant. Shareholders requiring any further clarification/ assistance on the subject may contact the Company's share transfer agent.
- Pursuant to Section 72 of the Companies Act, 2013 read along with applicable rules thereof, investors who have not availed nomination facility are requested to avail the same by submitting the nomination form. The form will be made available on request.
- Investors holding shares in electronic form are requested to deal only with their depository participant in respect of change of address, nomination facility and furnishing bank account number etc.
- The Company has not declared dividend. Hence, there is no requirement to transfer in terms of Section 125 of the Companies Act, 2013 corresponding to Section 205C of the erstwhile Companies Act, 1956.
- Ministry of Corporate Affairs (MCA) vide Circular bearing nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively has taken steps towards "Green Initiative", by allowing paperless compliances by serving documents through electronic mode (e-mail) by companies to its shareholders. As an enlightened corporate citizen, going forward we propose to send all future shareholders' communications like Notices, Company's Annual Report etc. through electronic mode. This will also ensure prompt receipt of communication avoids loss in postal transit and saving of huge cost incurred in printing and postage.

In support to the "Green Initiative" introduced by MCA, your Company's desire to participate in the same. We therefore request you to kindly provide

your e-mail address to our Registrar. As directed by MCA vide its above circulars, the Company would also make available these documents on the Company’s website for reference and download by the shareholders. The Shareholders who still hold the shares in the physical mode are requested to convert their respective holding in Dematerialisation form and get their e-mail registered with the Company/Registrar & Share Transfer Agent to enable your Company to actively participate in the said Green Initiative.

Redressal of Investors Complaints

The philosophy of the Company is to give utmost importance to the redressal of investor’s grievances. In terms of Clause 47(f) of the Listing

Agreement the Company has designated a separate e-mail address as mentioned hereunder, for investors to lodge their complaints:

investorrelations@denonline.in,
investor.grievance@denonline.in

X DEMATERIALIZATION OF SHARES AND LIQUIDITY

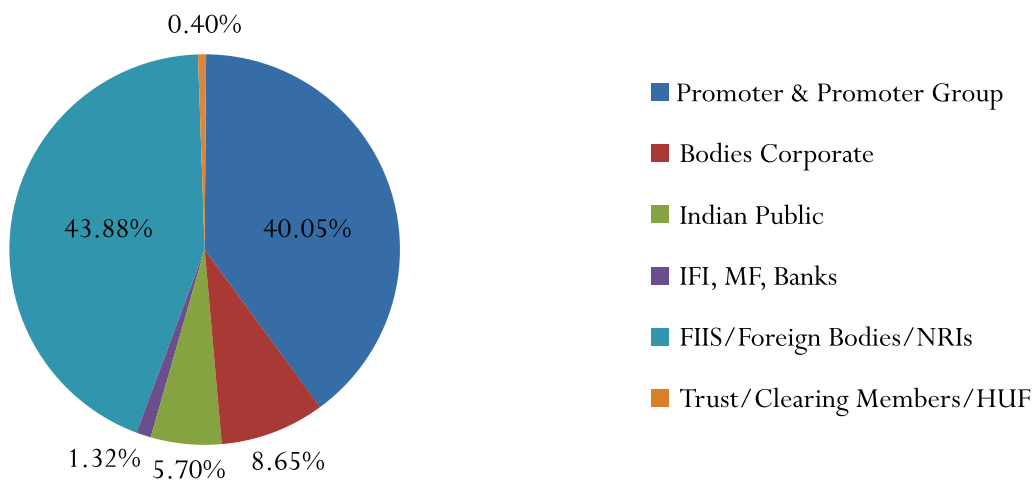
The shares of the Company are compulsorily traded in dematerialized mode and are registered for trading with both the depository participants i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The status of holding in dematerialized and physical mode, as on March 31, 2015 is as under:

| Sl. No. | Mode of Holding | No. of shares | % of total share capital |
|---------|-----------------|---------------|--------------------------|
| 1 | Demat | 177,987,604 | 99.88 |
| 2 | Physical | 212202 | 0.12 |
| | TOTAL | 178,199,806 | 100.00 |

Distribution of Shareholding as on 31.03.2015

| S. No. | Category | No. of Shareholders | No. of Shares | % |
|--------|---|---------------------|--------------------|---------------|
| 1 | Indian Promoters / Person Acting in Concert | 6 | 71,360,420 | 40.05 |
| 2 | Bodies Corporates | 385 | 15,405,839 | 8.65 |
| 3 | Indian Public | 8291 | 10,163,524 | 5.70 |
| 4 | IFIs / Mutual Funds / UTI / Banks | 6 | 2,359,768 | 1.32 |
| 5 | NRIs / OCBs / FIIs / FN | 172 | 78,192,263 | 43.88 |
| 6 | Trust / Clearing member | 230 | 717,992 | 0.40 |
| | Total | 9090 | 178,199,806 | 100.00 |

Graphical Presentation of Shareholding Pattern



Distribution Schedule as on 31.03.2015

| DISTRIBUTION SCHEDULE AS ON 31/03/2015 | | | | | |
|--|----------------|-------------|---------------|--------------------------|---------------|
| S. No. | Category | Cases | % of Cases | Amount | % Amount |
| 1 | upto 1 - 5000 | 8018 | 88.21 | 6917740.00 | 0.39 |
| 2 | 5001 - 10000 | 410 | 4.51 | 3363010.00 | 0.19 |
| 3 | 10001 - 20000 | 202 | 2.22 | 3110780.00 | 0.17 |
| 4 | 20001 - 30000 | 92 | 1.01 | 2406830.00 | 0.14 |
| 5 | 30001 - 40000 | 50 | 0.55 | 1801370.00 | 0.10 |
| 6 | 40001 - 50000 | 41 | 0.45 | 1960090.00 | 0.11 |
| 7 | 50001 - 100000 | 78 | 0.86 | 5945600.00 | 0.33 |
| 8 | 100001 & ABOVE | 199 | 2.19 | 1756492640.00 | 98.57 |
| | Total | 9090 | 100.00 | 1,78,19,98,060.00 | 100.00 |

Plant Locations

Not applicable

Outstanding GDRs/ADRs/Warrants/Convertible Instruments/ESOPs

The Company has not issued any ADRs/GDRs/Convertible instruments during the year under review.

Address for Correspondence**Registered Office Address:**

DEN Networks Limited
 236, Okhla Industrial Estate,
 Phase-III, New Delhi-110020
 Phone Nos: 011-40522200
 Fax No.: 011-40522203

ANNEXURE 'A'

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

To,
The Members
DEN Networks Limited
236, Okhla Industrial Estate,
Phase-III, New Delhi-110020

1. We have reviewed the implementation of the Corporate Governance procedures by DEN Networks Limited (the Company) during the year ended March 31st 2015, with the relevant records and documents maintained by the Company and furnished to us for our review, explanations given to us and report on Corporate Governance, as approved by the Board of Directors.
2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 the opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanations given to us, the Company has been complying with the conditions of Corporate Governance, as stipulated in the Clause 49 of the Listing Agreement with the Stock Exchange(s), as in force.

For **AMJ & Associates**,
Company Secretaries
Sd/-

Place: New Delhi
Date: 31st July, 2015

Manoj Kumar Jain
Partner
Membership No. FCS 5832
Certificate of Practice
No. 5629

ANNEXURE 'B'

DECLARATION UNDER CLAUSE 49-II (E) OF THE LISTING AGREEMENT

To,
Dear Members,
DEN Networks Limited,

In compliance with the provisions of Clause 49 of the Listing Agreement, the Company had laid down a “Code of Conduct” to be followed by all the Board members and senior management personnel which received the sanction of the Board and had been posted on the website of the Company. The Code lays down the standards of ethical and moral conduct to be followed by the members in the course of proper discharge of their official duties and commitments. All the members are duly bound to follow and confirm to the Code.

It is hereby certified that all the members of the Board and senior management personnel have confirmed to and complied with the “Code of Conduct” during the financial year 2014-15 and there have been no instances of violation of the Code.

For DEN Networks Limited
Sd/-
Pradeep Parameswaran
Chief Executive Officer

Place: New Delhi
Date: 31st July, 2015

ANNEXURE 'C'

CMD AND CFO CERTIFICATION

To,
The Board of Directors,
DEN Networks Limited,

We, Sameer Manchanda, Chairman Managing Director and Manish Dawar, Group Chief Financial Officer, responsible for the finance function and the compliance of the Code of Conduct of the Company, certify that:

1. We have reviewed financial statements and the cash flow statement for the year and to the best of our knowledge and belief:
 - i) these statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we were aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have disclosed, to the company's auditors and audit committee of the company's Board, during the financial year in review. However, there were no –
 - (i) Significant changes in internal control;
 - (ii) Significant changes in accounting policies; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For DEN Networks Limited
Sd/-
Sameer Manchanda
Chairman Managing Director

For DEN Networks Limited
Sd/-
Manish Dawar
Group Chief Financial Officer

Place: New Delhi
Date: 11 May, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF DEN NETWORKS LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of DEN Networks Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures elected depend on the auditors'

judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

EMPHASIS OF MATTERS

We draw attention to note 43 of the standalone financial statements wherein it is stated that the Digital Addressable System (DAS) subscription fee has not yet been finalised and the revenue on account of the same has been recognised based on certain estimates which in the management's view are reasonable.

Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm's registration no. 015125N)

Sd/-

JITENDRA AGARWAL

Partner

(Membership No. 87104)

NEW DELHI

11 May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification of fixed assets to cover all items in a phased manner over a period of three years other than set top boxes which are in possession of the customers/ third parties and distribution equipment comprising overhead and underground cables. Management is of the view that it is not possible to verify these assets due to their nature and location. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

In our opinion, other than for physical verification of set top boxes and distribution equipment referred to above, the frequency of verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- ii. In respect of its inventories:
 - a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:
 - a. The receipts of principal amounts and interest have been regular/as per stipulations.
 - b. There is no overdue amount in excess of Rs. 1 lakh remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the capital items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- v. According to the information and explanations given to us, the Company has not accepted any deposit during the year.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and the Cost Records and Audit (Telecommunication Industry) Rules prescribed by the Central Government under subsection (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - a. The Company has generally been regular in depositing its undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities during the year. According to the information and explanations given to us, the Company's operations did not give rise to any Excise Duty.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable except for the dues related to amusement tax and entertainment tax, the details of which are given below:

| Name of Statute | Nature of Dues | Amount Involved (Rs in million) | Period to which the Amount Relates | Due Date |
|---|-------------------|---------------------------------|------------------------------------|--|
| West Bengal Entertainment Cum Amusement Tax Act, 1982 | Amusement tax | 10.24 | April 2013 to March 2014 | Within 30 days from the expiry of each month |
| Delhi Entertainment Tax Act, 1996 | Entertainment Tax | 12.49 | April 2014 to September 2014 | Within 7 days from the expiry of each month |

According to the information and explanations given to us, the Company’s operations did not give rise to any Excise duty.

- c. Details of dues of Value Added Tax and Sales Tax which have not been deposited as on 31st March, 2015 on account of disputes are given below:

| Name of Statute | Nature of Dues | Forum where Dispute is Pending | Period to which the Amount Relates | Amount Involved (Rs in million) |
|---|---------------------------------------|---|------------------------------------|---------------------------------|
| UP Value Added Tax Act, 2008 | Value added tax | Commercial Tax Tribunal, Lucknow | June 2013 | 5.84 |
| UP Value Added Tax Act, 2008 | Value added tax | Additional Commissioner Appeals | April 2012 to March 2013 | 100.39 |
| UP Value Added Tax Act, 2008 | Value added tax | Deputy Commissioner, Lucknow | September 2013 to October 2013 | 14.36 |
| Bihar Value Added Tax Act, 2005 | Value added tax | Joint Commissioner of Commercial Tax (Appeals) | April 2012 to March 2014 | 14.94 |
| Karnataka Value Added Tax and CST Act, 2003 | Value added tax and Central Sales Tax | Joint Commissioner of Commercial Tax (Appeals) | April 2008 to March 2009 | 21.51 |
| Kerala Value Added Tax and CST Act, 2003 | Value added tax and Central Sales Tax | Assistant Commissioner Appeals, Commercial Taxes, Ernakulam | April 2011 to March 2013 | 18.16 |

We are informed that there are no dues in respect of Income Tax, Wealth Tax, Service Tax, Customs Duty and Cess which have not been deposited on account of any dispute.

- d. There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- viii The accumulated losses of the Company at the end of the financial year are less than fifty percent of its net worth and the Company has not incurred cash loss during the preceding year but has incurred cash losses during the current financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institutions. The Company has not issued any debentures.
- x. In our opinion and according to the information and explanations given to us, the terms and conditions of the

guarantee given by the Company for loan taken by others from banks and financial institutions are not prima facie prejudicial to the interests of the Company.

- xi. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm’s registration no. 015125N)

Sd/-

JITENDRA AGARWAL

Partner

(Membership No. 87104)

NEW DELHI

11 May, 2015

BALANCE SHEETAS AT 31st MARCH, 2015

| | Particulars | Note No. | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----------|--|----------|---|---|
| A. | EQUITY AND LIABILITIES | | | |
| | 1. SHAREHOLDERS' FUNDS | | | |
| | a. Share capital | 3 | 1,777.42 | 1,775.67 |
| | b. Reserves and surplus | 4 | 14,709.37 | 15,828.69 |
| | | | 16,486.79 | 17,604.36 |
| | 2. NON-CURRENT LIABILITIES | | | |
| | a. Long-term borrowings | 5 | 3,374.69 | 4,461.86 |
| | b. Other long-term liabilities | 6 | 3.09 | 2.84 |
| | c. Long-term provisions | 7 | 71.98 | 61.58 |
| | | | 3,449.76 | 4,526.28 |
| | 3. CURRENT LIABILITIES | | | |
| | a. Short-term borrowings | 8 | 492.86 | 486.56 |
| | b. Trade payables | 9 | 2,388.02 | 1,736.19 |
| | c. Other current liabilities | 10 | 6,848.39 | 5,912.63 |
| | d. Short-term provisions | 11 | 1.97 | 1.75 |
| | | | 9,731.24 | 8,137.13 |
| | TOTAL | | 29,667.79 | 30,267.77 |
| B. | ASSETS | | | |
| | 1. NON-CURRENT ASSETS | | | |
| | a. Fixed assets | | | |
| | i Tangible assets | 12 | 6,695.76 | 6,115.69 |
| | ii Intangible assets | 12 | 51.17 | 49.81 |
| | iii Capital work in progress | | 931.94 | 752.08 |
| | | | 7,678.87 | 6,917.58 |
| | b. Non-current investments | 13 | 5,739.83 | 4,961.60 |
| | c. Deferred tax assets (net) (See note 30) | | 217.14 | 180.65 |
| | d. Long-term loans and advances | 14 | 1,249.35 | 843.91 |
| | e. Other non-current assets | 15 | 237.12 | 854.93 |
| | | | 15,122.31 | 13,758.67 |
| | 2. CURRENT ASSETS | | | |
| | a. Current investments | 16 | 1,231.42 | 3,614.69 |
| | b. Trade receivables | 17 | 3,278.44 | 2,835.55 |
| | c. Cash and cash equivalents | 18 | 7,355.03 | 7,393.67 |
| | d. Short-term loans and advances | 19 | 1,168.55 | 950.56 |
| | e. Other current assets | 20 | 1,512.04 | 1,714.63 |
| | | | 14,545.48 | 16,509.10 |
| | TOTAL | | 29,667.79 | 30,267.77 |

See accompanying notes forming part of the financial statements

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

AJAYA CHAND
Director
DIN: 02334456

JITENDRA AGARWAL
Partner
(Membership No. 87104)

MANISH DAWAR
Group Chief Financial Officer

JATIN MAHAJAN
Company Secretary
FCS-6887

New Delhi
11 May, 2015

New Delhi
11 May, 2015

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31st MARCH, 2015

| | Particulars | Note No. | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----------|---|----------|--------------------------------------|--------------------------------------|
| 1. | REVENUE | | | |
| | a. Revenue from operations | 21 | 8,450.00 | 8,612.23 |
| | b. Other income | 22 | 984.71 | 753.93 |
| | TOTAL REVENUE | | 9,434.71 | 9,366.16 |
| 2. | EXPENSES | | | |
| | a. Employee benefits expense | 23 | 611.97 | 500.93 |
| | b. Finance costs | 24 | 765.51 | 828.00 |
| | c. Depreciation and amortisation expense | 12 | 1,086.79 | 852.14 |
| | d. Other expenses | 25 | 8,107.98 | 7,226.75 |
| | TOTAL EXPENSES | | 10,572.25 | 9,407.82 |
| 3. | PROFIT/(LOSS) BEFORE TAX | | (1,137.54) | (41.66) |
| 4. | TAX EXPENSE | | | |
| | a. Current tax expense | | - | 30.04 |
| | b. Less : MAT credit adjustment relating to previous year | | 14.16 | - |
| | c. Excess provision for tax relating to prior years | | (7.14) | (4.40) |
| | d. Net current tax expense | | 7.02 | 25.64 |
| | e. Deferred tax | 30 (b) | (36.49) | (118.95) |
| | NET TAX EXPENSE | | (29.47) | (93.31) |
| 5. | PROFIT AFTER TAX | | (1,108.07) | 51.65 |
| | Earnings per equity share (Face value of Rs. 10 per share) | 40 | | |
| | Basic (Rs. per share) | | (6.22) | 0.32 |
| | Diluted (Rs. per share) | | (6.22) | 0.32 |

See accompanying notes forming part of the financial statements

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

AJAYA CHAND
Director
DIN: 02334456

JITENDRA AGARWAL
Partner
(Membership No. 87104)

MANISH DAWAR
Group Chief Financial Officer

JATIN MAHAJAN
Company Secretary
FCS-6887

New Delhi
11 May, 2015

New Delhi
11 May, 2015

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2015

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----------|---|---|---|
| A. | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Profit/(loss) before tax | (1,137.54) | (41.66) |
| | Adjustments for: | | |
| | Depreciation and amortisation expense | 1,086.79 | 852.14 |
| | Loss on sale of investment | - | 92.54 |
| | Finance costs | 765.51 | 828.00 |
| | Provision for impairment of investment | 11.95 | - |
| | Net (gain)/ loss on foreign currency transactions and translation | - | 10.62 |
| | Doubtful debts and advances written off/provided | 359.22 | 183.44 |
| | Fixed assets/ capital work in progress written off | 1.36 | 4.25 |
| | Interest income | (748.46) | (520.45) |
| | Profit from sale of current investment | (204.23) | (168.48) |
| | Profit from sale of fixed assets | (9.51) | (0.70) |
| | Liabilities/ excess provisions written back | (2.90) | (50.87) |
| | Operating profit before working capital changes | 122.19 | 1,188.83 |
| | Changes in working capital: | | |
| | Adjustments for (increase)/ decrease in operating assets: | | |
| | Trade receivables | (802.12) | (1,444.08) |
| | Short-term loans and advances | (12.93) | (88.12) |
| | Long-term loans and advances | (109.34) | (62.80) |
| | Other current assets | (2.71) | (184.97) |
| | Other non-current assets | (9.34) | - |
| | Adjustments for increase / (decrease) in operating liabilities: | | |
| | Trade payables | 651.83 | 508.42 |
| | Other current liabilities | 152.24 | 114.24 |
| | Other long-term liabilities | 0.25 | 2.53 |
| | Short-term provisions | 0.25 | (0.33) |
| | Long-term provisions | 10.40 | 15.23 |
| | Cash generated from/ (used in) operations | 0.72 | 48.95 |
| | Net income tax (paid) / refunds | (327.69) | (268.96) |
| | Net cash flow from/ (used in) operating activities (A) | (326.97) | (220.01) |
| B. | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Capital expenditure on fixed assets, including capital advances | (1,766.04) | (3,541.94) |
| | Proceeds from sale of fixed assets | 712.22 | 314.33 |
| | Bank balances not considered as Cash and cash equivalents | (449.62) | (5,150.32) |
| | Current investments not considered as Cash and cash equivalents: | | |
| | - Purchased | (3,551.19) | (23,392.93) |
| | - Proceeds from sale | 6,138.67 | 21,260.96 |
| | Share application money given | (427.30) | (445.72) |
| | Share application money refund received | 37.46 | 43.28 |
| | Purchase of long-term investments: | | |
| | - Subsidiaries | (224.73) | (77.78) |
| | - Joint venture | (50.00) | - |
| | Proceeds from sale of long-term investments: | | |
| | - Subsidiaries | - | 16.25 |
| | Loans given | | |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----------|--|---|---|
| | - Subsidiaries | (430.10) | (241.35) |
| | - Joint venture | (17.60) | - |
| | Loans realised | | |
| | - Subsidiaries | 175.75 | 256.27 |
| | - Joint venture | 17.60 | - |
| | Advance recovered/(given) for investment | (2.50) | (8.30) |
| | Interest received | | |
| | - Subsidiaries | 155.63 | 101.43 |
| | - Others | 607.64 | 105.49 |
| | Net cash from/ (used in) investing activities | 925.89 | (10,760.33) |
| C. | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Proceeds from issue of equity shares | 5.25 | 9,626.81 |
| | Share issue expenses | (2.72) | (279.49) |
| | Proceeds from short term borrowings | 6.30 | 137.08 |
| | Proceeds from long term borrowings | 1,519.69 | 4,043.60 |
| | Repayment of long term borrowings | (1,972.81) | (1,567.96) |
| | Finance costs | (762.84) | (810.95) |
| | Net cash from/ (used in) financing activities | (1,207.13) | 11,149.09 |
| | Net increase/ (decrease) in cash and cash equivalents | (608.21) | 168.75 |
| | Cash and cash equivalents as at the beginning of the year | 1,359.48 | 1,190.73 |
| | Cash and cash equivalents as at the end of the year (See note 18)** | 751.27 | 1,359.48 |
| | **Comprises: | | |
| | a. Cash on hand | 3.86 | 9.44 |
| | b. Cheques on hand | - | 0.05 |
| | c. Balance with scheduled banks | | |
| | i. in current accounts | 747.41 | 1,237.50 |
| | ii. in deposit accounts | | |
| | -original maturity of 3 months or less | - | 112.49 |
| | | 751.27 | 1,359.48 |

See accompanying notes forming part of the financial statements

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

JITENDRA AGARWAL
Partner
(Membership No. 87104)

New Delhi
11 May, 2015

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

MANISH DAWAR
Group Chief Financial Officer

New Delhi
11 May, 2015

AJAYA CHAND
Director
DIN: 02334456

JATIN MAHAJAN
Company Secretary
FCS-6887

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. BACKGROUND

DEN Networks Limited (hereinafter referred to as 'the Company' or 'DEN') was incorporated on 10 July, 2007 and is engaged in distribution of television channels through analog and digital cable distribution network and provision of broadband services.

The Company changed its status from a Private Limited Company to a Public Limited Company on 15 April, 2008 thereby changing its name to DEN Digital Entertainment Networks Limited. Subsequently, the Company changed its name to DEN Networks Limited on 27 June, 2008.

During the financial year 2009-10, the Company issued and allotted 18,567,240 Equity Shares of face value of Rs. 10/- each, pursuant to the Initial Public Offer (IPO), which were admitted for listing and trading on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) with effect from November 24, 2009.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Cash and cash equivalents (for purpose of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.4 Cash flow statement

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

2.5 Depreciation and amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

| | |
|---|--|
| Headend and distribution equipment | 6 to 15 years |
| Set Top Boxes (STBs) | 8 years |
| Office and other equipment | 3 to 10 years |
| Furniture and fixtures | 6 years |
| Vehicles | 6 years |
| Leasehold improvements | Lower of the useful life and the period of the lease |
| Fixed assets acquired through business purchase | 5 years as estimated by an approved valuer |

Intangible assets are amortised over their estimated useful life on straight line method as follows:

| | |
|----------------------------------|--------------------------------------|
| Goodwill | 5 years |
| Distribution network rights | 5 years |
| Software | 5 years |
| License fee for internet service | Over the period of License Agreement |
| Non-compete fees | 5 years |

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

2.6 Revenue recognition

i. Income from operations

1. Service revenue comprises subscription income from digital and analog subscribers, placement of channels, advertisement revenue, fees for rendering management, technical and consultancy services and other related services. Income from services is recognised upon completion of services as per the terms of contracts with the customers. Period based services are accrued and recognised pro-rata over the contractual period.
2. Activation fees on STBs is recognized on activation of boxes once issued to customers.
3. Amounts billed for services in accordance with contractual terms but where revenue is not recognised, have been classified as advance billing and disclosed under current liabilities.
4. Revenue from prepaid internet service plans, which are active at the end of accounting period, is recognised on time proportion basis.

ii. Sale of equipment

Revenue for sale of equipment is recognised on delivery to customers which coincide with transfer of significant risks and rewards of ownership of the equipment. The time of transfer and the amount is determined based on the arrangement between the parties involved.

In case of VAT collected on sales, exclusive method is followed, where sales and expenditure will not include VAT. VAT collected is disclosed under current liabilities and not routed through Statement of Profit and Loss.

2.7 Other income

1. Profit on sale of investments in mutual funds is recorded on transfer of risk and rewards from the Company and is determined as the difference between the sales price and the carrying value of the investment.
2. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.8 Tangible assets

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work-in-progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.9 Intangible assets

1. Intangible assets acquired in business acquisitions are stated at fair value as determined by the management of the Company on the basis of valuation by expert valuers, less accumulated amortisation.
2. Other intangible assets are stated at cost of acquisition less accumulated amortisation. The actual cost capitalised includes purchase price, and all other attributable costs of bringing the assets to working condition for intended use.

2.10 Foreign currency transactions and translations

a. Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

b. Measurement at the balance sheet date

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

c. *Treatment of exchange differences*

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

d. *Exchange difference on long-term foreign currency monetary items*

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is amortised over the maturity period / upto the date of settlement of such monetary items, whichever is earlier, and charged to the Statement of Profit and Loss.

2.11 Investments

Trade investments are investments made to enhance the Company's business interests. Investments are classified either as long term or current investments, based on management's intention at the time of purchase. Long-term investments are stated at cost less provision for other than temporary diminution in the carrying value, as determined separately for each investment. Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

2.12 Employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

a. *Defined contribution plans*

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

b. *Defined benefit plans*

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise

is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

c. *Short term employee benefits*

The undiscounted amount of short term employee benefits expected to be paid in exchange of services rendered by employees are recognised during the year when the employee renders the services. These benefits include salaries, bonus, leave travel allowance and performance incentives.

d. *Long term employee benefits*

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

2.13 Employee share based payments

The Company has formulated Employee Stock Option Schemes (ESOS) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations 2014. The Schemes provide for grant of options to employees of the Company and its subsidiaries to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines; the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortised on a straight-line basis over the vesting period.

The Company has constituted Employee Stock Option Plan 2010 ("ESOP 2010") and Employee Stock Option Plan 2014 ("ESOP 2014"). Employee Stock Options granted on or after 1 April, 2005 are accounted under the 'Intrinsic Value Method' stated in the Guidance Note on Employee Share Based Payments issued by the Institute of Chartered Accountants of India.

2.14 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to

the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

2.15 Segment information

a. Business segments

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”. (See also note 27)

b. Geographical segments

Secondary segmental reporting is performed on the basis of the geographical location of customers i.e. within India and overseas.

2.16 Leases

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the 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 the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.17 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.18 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by

the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

2.19 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

2.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.21 Share issue expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account is expensed in the Statement of Profit and Loss.

2.22 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/ utilizing the credits.

2.23 Operating Cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

| Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|---|---|---|
| 3. SHARE CAPITAL | | |
| A. AUTHORISED | | |
| 200,000,000 (Previous year 200,000,000) equity shares of Rs. 10 each with voting rights | 2,000.00 | 2,000.00 |
| B. ISSUED, SUBSCRIBED AND FULLY PAID UP | | |
| 178,199,806 (Previous year 178,199,806) equity shares of Rs. 10 each fully paid up with voting rights | 1,782.00 | 1,782.00 |
| Less : Amount recoverable from DNL Employee Welfare Trust [457,931 (Previous year 632,942) number of shares issued to trust @ Rs. 10 per share] | 4.58 | 6.33 |
| | 1,777.42 | 1,775.67 |

Of the above:

- a. 72,475,520 equity shares of Rs. 10 each were issued in 2009-10 as bonus shares in the ratio of 4:1 for every one equity share by utilisation of securities premium.
- b. In 2009-10, the Company issued bonus shares for 39,993,000 .001% Cumulative Convertible Preference Shares of Rs. 10 each in the ratio of one share for every ten .001% Cumulative Convertible Preference Shares held by its shareholders by utilisation from the securities premium account resulting into total of 43,992,300 .001% Cumulative Convertible Preference Shares. These shares were subsequently converted into 13,361,361 fully paid up equity shares of Rs. 10 each in 2009-10.
- c. 4,019,606 fully paid up equity shares of Rs. 10 each at premium of Rs. 185 were issued in 2009-10 against consideration payable towards investments made in subsidiary companies.
- d. Reconciliation of the number and amount of equity shares outstanding at the beginning and at the end of the year:

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|---|---------------------|----------------------------|---------------------|----------------------------|
| | No. of Shares | Amount (Rs. in million) | No. of Shares | Amount (Rs. in million) |
| Opening balance | 178,199,806 | 1,782.00 | 134,024,101 | 1,340.24 |
| Add : Allotment under Qualified Institutional Placement (QIP) as per chapter VIII of SEBI (ICDR) Regulations, 2009. | - | - | 12,466,321 | 124.66 |
| Add : Allotment under Preferential Issue as per Chapter VII of SEBI (ICDR) Regulations, 2009. | - | - | 31,709,384 | 317.10 |
| Closing Balance | 178,199,806 | 1,782.00 | 178,199,806 | 1,782.00 |

- e. Details of shares held by each shareholder holding more than 5% shares:

| Name of Shareholder | As at 31.03.2015 | | As at 31.03.2014 | |
|---|---------------------|--------------|---------------------|--------------|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Equity shares with voting rights: | | | | |
| Sameer Manchanda | 46,654,550 | 26.18% | 46,654,550 | 26.18% |
| Broad Street Investment (Singapore) Pte. Ltd. | 28,826,713 | 16.18% | 28,826,713 | 16.18% |
| Lucid Systems Private Limited | 16,000,000 | 8.98% | 16,000,000 | 8.98% |
| Acacia Banyan Partners (directly/ through affiliates) | 11,000,000 | 6.17% | - | 0.00% |

- f. As at 31st March, 2015 11,053,394 shares (As at 31st March, 2014; 1,693,404 shares) were reserved for issuance as follows:
 - (i) 1,680,000 shares (As at 31st March, 2014, 450,000 shares) of Rs. 10 each towards outstanding employee stock options granted under Employee Stock Option Plan 2010 and 4,450,000 shares (As at 31st March, 2014 Nil shares) of Rs. 10 each towards outstanding employee stock options granted under Employee Stock Option Plan-B 2014. (Refer Note 37)
 - (ii) 463,404 shares (As at 31st March, 2014; 1,693,404 shares) of Rs. 10 each towards outstanding employee stock options available for grant under Employee Stock Option 2010, 4,995 shares (As at 31st March, 2014 Nil shares) of Rs. 10 each towards outstanding employee stock options available for grant under Employee Stock Option Plan-B 2014 and 4,454,995 shares (As at 31st March, 2014 Nil shares) of Rs. 10 each towards outstanding employee stock options available for grant under Employee Stock Option Plan-A 2014.
- g. **Other disclosures**

The Company has one class of equity shares having a par value of Rs. 10 per share. Each equity shareholder is eligible for one vote per share held and dividend as and when declared by the Company. Interim Dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholders' approval. Dividends are paid in Indian Rupees. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion to their shareholding.

| | Particulars | | As at 31.03.2015 (Rs. in million) | As at 31.03.2015 (Rs. in million) |
|-----------|--|----------------|---|---|
| 4. | RESERVES AND SURPLUS | | | |
| | a. Securities premium account | | | |
| | i. Opening balance | | 15,138.97 | 6,176.00 |
| | ii. Add : Premium on shares issued during the year | | - | 9,166.46 |
| | iii. Less : Utilised during the year for writing off share issue expenses (Net of Deferred tax assets of Rs. Nil (Previous year Rs. 76.00 million) | | 2.72 | 203.49 |
| | iv. Closing balance | | 15,136.25 | 15,138.97 |
| | v. Less : Amount recoverable from DNL Employee Welfare Trust [457,931 (Previous year 632,942) number of shares issued to trust @ Rs. 20 per share] | | 9.16 | 12.66 |
| | | (A) | 15,127.09 | 15,126.31 |
| | b. General reserve | (B) | 202.86 | 202.86 |
| | | | | |
| | c. Surplus / (Deficit) in Statement of Profit and Loss | | | |
| | i. Opening balance | | 499.52 | 447.87 |
| | ii. Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (See note 44) | | 12.03 | - |
| | iii. Add: Profit/ (loss) for the year | | (1,108.07) | 51.65 |
| | iv. Closing balance | (C) | (620.58) | 499.52 |
| | | (A+B+C) | 14,709.37 | 15,828.69 |
| | | | | |
| 5. | LONG-TERM BORROWINGS | | | |
| | a. Term loans (Secured) | | | |
| | i. from banks (See footnote i) | | 312.70 | 530.33 |
| | ii. from financial institution (See footnote ii) | | 800.00 | 1,200.00 |
| | iii. from other parties (See footnote iii) | | 1,198.79 | 750.53 |
| | b. Long-term maturities of finance lease obligations (See note 32) | | 1,054.35 | 1,973.45 |
| | (Secured by hypothecation of assets purchased under finance lease agreement and payable in equal monthly installments. Applicable rate of interest is 8.55%) | | | |
| | c. Other loans | | | |
| | Vehicle Loans | | 6.36 | 2.47 |
| | (Secured by hypothecation of vehicles and payable in equal monthly installments. The loan is repayable in 1 to 37 installments ending in Jan-2017. Applicable rate of interest is 9.71% to 10.96%) | | | |
| | Unsecured (See footnote iv) | | 2.49 | 5.08 |
| | | | 3,374.69 | 4,461.86 |

Details of terms of repayment for the long-term borrowings and security provided in respect of the secured borrowings:

| Secured | As at 31.03.2015 | | As at 31.03.2014 | |
|--|---------------------|--|---------------------|--|
| | Long-Term debts | Current Maturities of long-term debts | Long-Term debts | Current Maturities of long-term debts |
| FOOTNOTES | | | | |
| i. Term loan from banks are secured as follows: | | | | |
| By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. The loan outstanding as at balance sheet date is repayable in 2 quarterly installments commencing from June-2015 and ending in September-2015. Applicable rate of interest is 14.50%. | - | 54.81 | 54.97 | 110.00 |
| By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. This loan is further guaranteed by Mr. Sameer Manchanda (Chairman and Managing Director of the Company). The loan outstanding as at balance sheet date is repayable in 4 quarterly installments commencing from April-2015 and ending in January-2016. Applicable rate of interest is 13.00%. | - | 184.88 | 184.88 | 185.00 |
| By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. The loan outstanding as at balance sheet date is repayable in 9 quarterly installments commencing from April-2015 and ending in April-2017. Applicable rate of interest is 13.00%. | 78.18 | 65.00 | 139.61 | 65.00 |
| By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. The loan outstanding as at balance sheet date is repayable in 14 quarterly installment commencing from June-2015 and ending in September-2018. Applicable rate of interest is 13.00%. | 141.87 | 56.76 | 58.22 | - |
| By first pari passu charge on entire fixed assets of the Company (existing and proposed) and second pari passu charge on entire current assets of the Company. The loan outstanding as at balance sheet date is repayable in 8 quarterly installment commencing from April-2016 and ending in January-2018. Applicable rate of interest is 12.30%. | 92.65 | - | 92.65 | - |
| | 312.70 | 361.45 | 530.33 | 360.00 |
| ii. Term loan from financial institution is secured as follows: | | | | |
| By first pari passu charge on fixed assets of the Company (existing and proposed) and first pari passu charge on all current assets of the Company. Pledge of shares held by the Company in its Subsidiaries, both present and future. The loan outstanding as at balance sheet date is repayable in 12 quarterly installments commencing from May-2015 and ending in March-2018. Applicable rate of interest is 11.50%. | 800.00 | 400.00 | 1,200.00 | 400.00 |
| iii. Term loan from others | | | | |
| This term loan from Cisco Systems Capital India Private Limited is secured by first and exclusive charge in respect of the fixed assets acquired under the loan agreement. The loan outstanding as at balance sheet date is repayable in 47 equal monthly installments commencing from April-2015 and ending in February-2019. Applicable rate of interest is 8.55%. | 1,198.79 | 905.43 | 750.53 | 235.83 |
| | 2,311.49 | 1,666.88 | 2,480.86 | 995.83 |

| Secured | As at 31.03.2015 | | As at 31.03.2014 | |
|---|---------------------|--|---------------------|--|
| | Long-Term debts | Current Maturities of long-term debts | Long-Term debts | Current Maturities of long-term debts |
| Unsecured | | | | |
| iv. Long-term maturities of other loans | | | | |
| This unsecured loan outstanding as at balance sheet date from Cisco Systems Capital India Private Limited is payable in 32 monthly installments commencing from April-2015 and ending in November-2017. Applicable rate of interest is 8.55%. | 2.49 | 2.59 | 5.08 | 2.59 |
| | 2.49 | 2.59 | 5.08 | 2.59 |
| v. For the current maturities of long term borrowings, see items (a) to (e) in Note 10 Other current liabilities. | | | | |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|---|---|---|
| 6. | OTHER LONG-TERM LIABILITIES | | |
| | a. Security deposits received | 3.09 | 2.84 |
| | | 3.09 | 2.84 |
| 7. | LONG-TERM PROVISIONS | | |
| | a. Provision for employee benefits | | |
| | i. Provision for compensated absences | 30.09 | 26.75 |
| | ii. Provision for gratuity [See note 35 (B)(i)] | 41.89 | 34.83 |
| | | 71.98 | 61.58 |
| 8. | SHORT-TERM BORROWINGS (SECURED) | | |
| | a. Loans repayable on demand | | |
| | from banks* | 492.86 | 486.56 |
| | | 492.86 | 486.56 |
| | * secured by first pari passu charge on current assets of the Company both existing and future and second pari passu charge on all fixed assets of the Company both existing and future. Applicable rate of interest is 12.30% to 13.00%. | | |
| 9. | TRADE PAYABLES | | |
| | a. Micro and small enterprises (See note 34) | - | - |
| | b. Others | 2,388.02 | 1,736.19 |
| | | 2,388.02 | 1,736.19 |
| 10. | OTHER CURRENT LIABILITIES | | |
| | a. Current maturities of secured term loans (See footnote i below) | 1,666.88 | 995.83 |
| | b. Buyers credit on imports (See footnote ii below) | 3,222.44 | 2,942.90 |
| | c. Current maturities of finance lease obligations (See footnote i below and note 32) | 529.54 | 847.06 |
| | d. Current maturities of other secured loans (See footnote i below) | 4.36 | 3.38 |
| | e. Current maturities of other unsecured loans (See footnote i below) | 2.59 | 2.59 |
| | f. Balance consideration payable on investments | 7.25 | 23.72 |
| | g. Interest accrued and due on borrowings | 13.07 | 0.64 |
| | h. Interest accrued but not due on borrowings | 41.94 | 52.34 |
| | i. Advance billings | 187.94 | 184.75 |
| | j. Other payables | | |
| | i. Statutory remittances | 351.29 | 143.30 |
| | ii. Payables on purchase of fixed assets | 367.83 | 201.66 |
| | iii. Security deposits received | 5.34 | 6.30 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|---|---|---|
| | iv Book overdraft | 413.42 | 476.55 |
| | v Advances from customers | 34.50 | 31.22 |
| | vi Others | - | 0.39 |
| | | 6,848.39 | 5,912.63 |
| | FOOTNOTES | | |
| i. | See note 5 (Long-term borrowings) for details of security and guarantee | | |
| ii. | “Secured by first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. | | |
| 11. | SHORT-TERM PROVISIONS | | |
| | a. Provision for employee benefits | | |
| | i. Provision for compensated absences | 1.10 | 0.95 |
| | ii. Provision for gratuity [See note 35 (B)(i)] | 0.77 | 0.67 |
| | | 1.87 | 1.62 |
| | b. Provision - others | | |
| | i. Wealth tax [net of advance tax of Rs. 0.58 million (Previous year Rs. 0.43 million)] | 0.10 | 0.13 |
| | | 1.97 | 1.75 |

| Particulars | (Rs. in million) | | | | | | | | | | | |
|---|-----------------------------|------------------------|--------------------|--|-----------------------------|---|--------------------|---|--|--|------------------------|--|
| | GROSS BLOCK | | | | | DEPRECIATION/AMORTISATION | | | | | NET BLOCK | |
| | Balance as at 1 April, 2014 | Additions | Sales/ Adjustments | Balance as at 31 st March, 2015 | Balance as at 1 April, 2014 | Depreciation/ amortisation expense for the year | Sales/ Adjustments | Other Adjustments/ Transition adjustment recorded against Surplus balance in Statement of Profit and Loss | Balance as at 31 st March, 2015 | Balance as at 31 st March, 2014 | | |
| A. Tangible assets | | | | | | | | | | | | |
| a. Leasehold improvements | 92.48 (95.38) | 9.45 (1.28) | - (4.18) | 101.93 (92.48) | 88.62 (89.46) | 4.62 (3.34) | - (4.18) | - (-) | 93.24 (88.62) | 8.69 (3.86) | 3.86 (5.92) | |
| b. Plant and machinery | | | | | | | | | | | | |
| i. Headend and distribution equipment | | | | | | | | | | | | |
| - owned | 1,334.77 (1,119.05) | 419.34 (261.68) | 6.91 (45.96) | 1,747.20 (1,334.77) | 503.93 (402.52) | 156.23 (120.46) | 4.99 (19.05) | - (-) | 655.17 (503.93) | 1,092.03 (830.84) | 830.84 (716.53) | |
| - taken under finance lease (See note 32) | 59.73 (51.37) | 125.30 (8.68) | - (0.32) | 185.03 (59.73) | 7.64 (2.06) | 13.78 (5.60) | - (0.02) | - (-) | 21.42 (7.64) | 163.61 (52.09) | 52.09 (49.31) | |
| ii. Set top boxes | | | | | | | | | | | | |
| - owned | 4,466.76 (3,272.73) | 1,070.72 (1,812.48) | 98.86 (618.45) | 5,438.62 (4,466.76) | 914.62 (565.83) | 620.23 (454.52) | 10.12 (105.73) | - (-) | 1,524.73 (914.62) | 3,913.89 (3,552.14) | 3,552.14 (2,706.90) | |
| - taken under finance lease (See note 32) | 1,783.09 (1,358.50) | 51.34 (791.83) | - (367.24) | 1,834.43 (1,783.09) | 212.49 (27.95) | 227.89 (202.24) | - (17.70) | - (-) | 440.38 (212.49) | 1,394.05 (1,570.60) | 1,570.60 (1,330.55) | |
| iii. Modems and routers | | | | | | | | | | | | |
| - owned | - (-) | 16.72 (-) | - (-) | 16.72 (-) | - (-) | 0.83 (-) | - (-) | - (-) | 0.83 (-) | 15.89 (-) | - (-) | |
| - taken under finance lease (See note 32) | - (-) | 11.94 (-) | - (-) | 11.94 (-) | - (-) | 0.94 (-) | - (-) | - (-) | 0.94 (-) | 11.00 (-) | - (-) | |
| iv. Computers | 52.61 (41.96) | 10.62 (10.97) | - (0.32) | 63.23 (52.61) | 31.40 (24.23) | 12.62 (7.40) | - (0.23) | 2.27 (-) | 46.29 (31.40) | 16.94 (21.21) | 21.21 (17.73) | |
| v. Office and other equipment | 122.81 (111.34) | 13.95 (14.12) | 0.60 (2.65) | 136.16 (122.81) | 57.74 (47.31) | 12.45 (11.62) | 0.34 (1.19) | 9.76 (-) | 79.61 (57.74) | 56.55 (65.07) | 65.07 (64.03) | |
| c. Furniture and fixtures | 10.90 (9.37) | 1.24 (1.53) | 0.01 (-) | 12.13 (10.90) | 9.45 (7.60) | 0.63 (1.85) | 0.01 (-) | - (-) | 10.07 (9.45) | 2.06 (1.45) | 1.45 (1.77) | |
| d. Vehicles | 35.50 | 8.44 | 2.21 | 41.73 | 17.07 | 5.37 | 1.76 | - | 20.68 | 21.05 | 18.43 | |

| Particulars | GROSS BLOCK | | | DEPRECIATION/AMORTISATION | | | | | NET BLOCK | |
|--------------------------------------|-----------------------------|------------|--------------------|--|-----------------------------|---|--------------------|---|--|--|
| | Balance as at 1 April, 2014 | Additions | Sales/ Adjustments | Balance as at 31 st March, 2015 | Balance as at 1 April, 2014 | Depreciation/ amortisation expense for the year | Sales/ Adjustments | Other Adjustments/ Transition adjustment recorded against Surplus balance in Statement of Profit and Loss | Balance as at 31 st March, 2015 | Balance as at 31 st March, 2014 |
| Total (A) | (32.67) | (4.10) | (1.27) | (35.50) | (12.73) | (5.46) | (1.12) | (-) | (17.07) | (19.94) |
| Previous year (C) | 7,958.65 | 1,739.06 | 108.59 | 9,589.12 | 1,842.96 | 1,055.59 | 17.22 | 12.03 | 2,893.36 | 6,695.76 |
| Previous year (C) | (6,092.37) | (2,906.67) | (1,040.39) | (7,958.65) | (1,179.69) | (812.49) | (149.22) | (-) | (1,842.96) | (6,115.69) |
| B. Intangible assets (Others) | | | | | | | | | | |
| a. Goodwill | 4.13 | - | - | 4.13 | 4.12 | - | - | - | 4.12 | 0.01 |
| | (4.13) | (-) | (-) | (4.13) | (4.11) | (0.01) | (-) | (-) | (4.12) | (0.02) |
| b. Distribution network rights | 199.26 | 23.98 | - | 223.24 | 156.74 | 27.65 | - | - | 184.39 | 42.52 |
| | (199.26) | (-) | (-) | (199.26) | (120.82) | (35.92) | (-) | (-) | (156.74) | (78.44) |
| c. Software | 23.86 | 8.08 | - | 31.94 | 17.39 | 3.46 | - | - | 20.85 | 6.47 |
| | (21.89) | (1.97) | (-) | (23.86) | (13.76) | (3.63) | (-) | (-) | (17.39) | (8.13) |
| d. Licence fee for internet service | 2.00 | - | - | 2.00 | 1.19 | 0.09 | - | - | 1.28 | 0.81 |
| | (2.00) | (-) | (-) | (2.00) | (1.10) | (0.09) | (-) | (-) | (1.19) | (0.90) |
| f. Non compete fees | - | 0.50 | - | 0.50 | - | - | - | - | - | - |
| | (-) | (-) | (-) | (-) | (-) | (-) | (-) | (-) | (-) | (-) |
| Total (B) | 229.25 | 32.56 | - | 261.81 | 179.44 | 31.20 | - | - | 210.64 | 49.81 |
| Previous year (D) | (227.28) | (1.97) | (-) | (229.25) | (139.79) | (39.65) | (-) | (-) | (179.44) | (49.81) |
| Grand Total (A+B) | 8,187.90 | 1,771.62 | 108.59 | 9,850.93 | 2,022.40 | 1,086.79 | 17.22 | 12.03 | 3,104.00 | 6,746.93 |
| Previous year (C+D) | (6,319.65) | (2,908.64) | (1,040.39) | (8,187.90) | (1,319.48) | (852.14) | (149.22) | (-) | (2,022.40) | (6,165.50) |

*Figures in bracket relates to previous year

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|--|---|---|
| 13. | NON-CURRENT INVESTMENTS (AT COST) | | |
| a. | Trade and unquoted - Investments in equity shares | | |
| i. | of subsidiaries | | |
| 1 | 1,160,028 (Previous year 1,160,028) equity shares of Rs. 10 each, fully paid up in Den Futuristic Cable Networks Private Limited | 115.10 | 115.10 |
| 2 | 7,237,200 (Previous year 7,237,200) equity shares of Rs. 10 each, fully paid up in Den Entertainment Network Private Limited | 357.94 | 357.94 |
| 3 | 590,000 (Previous year 590,000) equity shares of Rs. 10 each, fully paid up in Aster Entertainment Private Limited | 54.50 | 54.50 |
| 4 | 1,000,000 (Previous year 1,000,000) equity shares of Rs. 10 each, fully paid up in Den Digital Entertainment Gujarat Private Limited | 128.00 | 128.00 |
| 5 | 250,000 (Previous year 250,000) equity shares of Rs. 10 each, fully paid up in Shine Cable Network Private Limited | 12.50 | 12.50 |
| 6 | 109,236 (Previous year 109,236) equity shares of Rs. 10 each, fully paid up in Mahavir Den Entertainment Private Limited | 17.11 | 17.11 |
| 7 | 1,205,334 (Previous year 1,205,334) equity shares of Rs. 10 each, fully paid up in Matrix Cable Network Private Limited | 17.60 | 17.60 |
| 8 | 43,265 (Previous year 36,361) equity shares of Rs. 10 each, fully paid up in Den Ambey Cable Networks Private Limited | 142.14 | 33.72 |
| 9 | 3,570 (Previous year 2,550) equity shares of Rs. 100 each, fully paid up in Den-Manoranjan Satellite Private Limited | 138.61 | 127.81 |
| 10 | 51,000 (Previous year 51,000) equity shares of Rs. 10 each, fully paid up in Meerut Cable Network Private Limited | 83.41 | 83.41 |
| 11 | 70,935 (Previous year 70,935) equity shares of Rs. 10 each, fully paid up in Den Krishna Cable TV Network Private Limited | 79.95 | 79.95 |
| 12 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Shree Siddhivinayak Cable Network Private Limited | 25.77 | 25.77 |
| 13 | 43,053 (Previous year 43,053) equity shares of Rs. 10 each, fully paid up in Den Pawan Cable Network Private Limited | 61.16 | 61.16 |
| 14 | 2,111,400 (Previous year 2,111,400) equity shares of Rs. 10 each, fully paid up in Mahadev Den Network Private Limited | 48.78 | 48.78 |
| 15 | 45,899 (Previous year 45,899) equity shares of Rs. 10 each, fully paid up in Mahadev Den Cable Network Private Limited | 28.03 | 28.03 |
| 16 | 26,300 (Previous year 26,300) equity shares of Rs. 10 each, fully paid up in Den Mod Max Cable Network Private Limited | 12.27 | 12.27 |
| 17 | 27,380 (Previous year 27,380) equity shares of Rs. 10 each, fully paid up in DEN BCN Suncity Network Private Limited | 10.02 | 10.02 |
| 18 | 29,150 (Previous year 29,150) equity shares of Rs. 10 each, fully paid up in Den Crystal Vision Network Private Limited | 8.18 | 8.18 |
| 19 | 45,900 (Previous year 45,900) equity shares of Rs. 10 each, fully paid up in Den Patel Entertainment Network Private Limited (formerly known as Mahadev Den Cable Net Private Limited) | 14.55 | 14.55 |
| 20 | 25,501 (Previous year 25,501) equity shares of Rs. 10 each, fully paid up in Den Kashi Cable Network Private Limited | 5.01 | 5.01 |
| 21 | 27,565 (Previous year 27,565) equity shares of Rs. 10 each, fully paid up in Den Harsh Mann Cable Network Private Limited | 3.32 | 3.32 |
| 22 | 33,300 (Previous year 33,300) equity shares of Rs. 10 each, fully paid up in Den Mahendra Satellite Private Limited | 3.01 | 3.01 |
| 23 | 27,384 (Previous year 27,384) equity shares of Rs. 10 each, fully paid up in Den Prince Network Private Limited | 3.00 | 3.00 |
| 24 | 65,416 (Previous year 65,416) equity shares of Rs. 10 each, fully paid up in Den Varun Cable Network Private Limited | 4.32 | 4.32 |
| 25 | 131,160 (Previous year 131,160) equity shares of Rs. 10 each, fully paid up in Den Pradeep Cable Network Private Limited | 3.42 | 3.42 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|----|---|---|---|
| 26 | 44,702 (Previous year 29,223) equity shares of Rs. 10 each, fully paid up in DEN Ashu Cable Private Limited | 15.96 | 12.31 |
| 27 | 26,841 (Previous year 26,841) equity shares of Rs. 10 each, fully paid up in DEN Bindra Network Private Limited | 5.11 | 5.11 |
| 28 | 29,685 (Previous year 29,685) equity shares of Rs. 10 each, fully paid up in Den Classic Cable TV Services Private Limited | 2.65 | 2.65 |
| 29 | 30,140 (Previous year 30,140) equity shares of Rs. 10 each, fully paid up in DEN Digital Cable Network Private Limited | 132.83 | 132.83 |
| 30 | 889,950 (Previous year 889,950) equity shares of Rs. 10 each, fully paid up in Den Enjoy Cable Networks Private Limited | 89.99 | 89.99 |
| 31 | 58,148 (Previous year 58,148) equity shares of Rs. 10 each, fully paid up in Den F K Cable TV Network Private Limited | 39.27 | 39.27 |
| 32 | 25,624 (Previous year 25,624) equity shares of Rs. 10 each, fully paid up in DEN Jai Ambey Vision Cable Private Limited | 2.10 | 2.10 |
| 33 | 31,230 (Previous year 31,230) equity shares of Rs. 10 each, fully paid up in Den Maa Sharda Vision Cable Networks Private Limited | 6.00 | 6.00 |
| 34 | 56,059 (Previous year 56,059) equity shares of Rs. 10 each, fully paid up in DEN MCN Cable Network Private Limited | 33.97 | 33.97 |
| 35 | 2,831,109 (Previous year 339,500) equity shares of Rs. 10 each, fully paid up in Den Mewar Rajdev Cable Network Private Limited | 74.25 | 37.88 |
| 36 | 51,209 (Previous year 51,209) equity shares of Rs. 10 each, fully paid up in DEN Montooshah Network Private Limited | 21.65 | 21.65 |
| 37 | 35,140 (Previous year 35,140) equity shares of Rs. 10 each, fully paid up in Den Radiant Satellite Cable Network Private Limited | 1.95 | 1.95 |
| 38 | 269,920 (Previous year 269,920) equity shares of Rs. 10 each, fully paid up in DEN RIS Cable Network Private Limited | 7.53 | 7.53 |
| 39 | 31,265 (Previous year 31,265) equity shares of Rs. 10 each, fully paid up in Den Satellite Cable TV Network Private Limited | 5.33 | 5.33 |
| 40 | 167,964 (Previous year 167,964) equity shares of Rs. 10 each, fully paid up in Den Shiva Cable Network Private Limited | 2.24 | 2.24 |
| 41 | 1,328,600 (Previous year 1,328,600) equity shares of Rs. 10 each, fully paid up in DEN Sky Media Network Private Limited | 284.72 | 284.72 |
| 42 | 30,452 (Previous year 30,452) equity shares of Rs. 10 each, fully paid up in DEN Supreme Satellite Vision Private Limited | 25.56 | 25.56 |
| 43 | 27,325 (Previous year 27,325) equity shares of Rs. 10 each, fully paid up in Drashti Cable Network Private Limited | 23.00 | 23.00 |
| 44 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in DEN Fateh Marketing Private Limited | 10.23 | 10.23 |
| 45 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in DEN Nashik City Cable Network Private Limited | 73.59 | 73.59 |
| 46 | 76,500 (Previous year 76,500) equity shares of Rs. 10 each, fully paid up in Radiant Satellite (India) Private Limited | 46.01 | 46.01 |
| 47 | 30,529 (Previous year 30,529) equity shares of Rs. 10 each, fully paid up in DEN Aman Entertainment Private Limited | 4.12 | 4.12 |
| 48 | 37,113 (Previous year 37,113) equity shares of Rs. 10 each, fully paid up in Den Budaun Cable Network Private Limited | 2.00 | 2.00 |
| 49 | 1,450,750 (Previous year 1,450,750) equity shares of Rs. 10 each, fully paid up in Den Narmada Network Private Limited | 72.30 | 72.30 |
| 50 | 71,548 (Previous year 28,928) equity shares of Rs. 10 each, fully paid up in DEN Bellary City Cable Private Limited | 52.68 | 36.84 |
| 51 | 608,265 (Previous year 608,265) equity shares of Rs. 10 each, fully paid up in Den Malayalam Telenet Private Limited | 55.34 | 55.34 |
| 52 | 57,252 (Previous year 57,252) equity shares of Rs. 10 each, fully paid up in DEN Elgee Cable Vision Private Limited | 6.38 | 6.38 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|----|--|---|---|
| 53 | 5,764 (Previous year 5,100) equity shares of Rs. 10 each, fully paid up in DEN Rajkot City Communication Private Limited (formerly known as Rajkot City Communication Private Limited) | 100.93 | 98.43 |
| 54 | 30,633 (Previous year 30,633) equity shares of Rs. 10 each, fully paid up in DEN Malabar Cable Vision Private Limited | 26.89 | 26.89 |
| 55 | 249,238 (Previous year 249,238) equity shares of Rs. 10 each, fully paid up in DEN Infoking Channel Entertainers Private Limited | 81.35 | 81.35 |
| 56 | 3,167 (Previous year 3,167) equity shares of Rs. 100 each, fully paid up in Den UCN Network India Private Limited | 23.09 | 23.09 |
| 57 | 51,000 (Previous year 51,000) equity shares of Rs. 10 each, fully paid up in Fortune (Baroda) Network Private Limited | 36.46 | 36.46 |
| 58 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Galaxy Den Media & Entertainment Private Limited | 43.35 | 43.35 |
| 59 | 27,300 (Previous year 27,300) equity shares of Rs. 10 each, fully paid up in Bali Den Cable Network Private Limited | 50.65 | 50.65 |
| 60 | 32,941 (Previous year 32,941) equity shares of Rs. 10 each, fully paid up in Den Citi Channel Private Limited | 17.13 | 17.13 |
| 61 | 108,927 (Previous year 29,227) equity shares of Rs. 10 each, fully paid up in Fab Den Network Private Limited | 49.42 | 41.47 |
| 62 | 50,295 (Previous year 50,295) equity shares of Rs. 10 each, fully paid up in Den Satellite Network Private Limited | 461.58 | 461.58 |
| 63 | 102,039 (Previous year 102,039) equity shares of Rs. 100 each, fully paid up in Cab-i-Net Communications Private Limited | 30.04 | 30.04 |
| 64 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Den Krishna Vision Private Limited | 3.68 | 3.68 |
| 65 | 45,900 (Previous year 45,900) equity shares of Rs. 10 each, fully paid up in Shri Ram DEN Network Private Limited | 31.20 | 31.20 |
| 66 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in United Cable Network (Digital) Private Limited | 4.60 | 4.60 |
| 67 | 10,554,820 (Previous year 10,554,820) equity shares of Rs. 10 each, fully paid up in Amogh Broad Band Services Private Limited | 1,048.73 | 1,048.73 |
| 68 | 48,939 (Previous year 48,939) equity shares of Rs. 10 each, fully paid up in Den Sariga Communication Private Limited | 9.77 | 9.77 |
| 69 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Den Sahyog Cable Network Private Limited | 1.58 | 1.58 |
| 70 | 22,119,000 (Previous year 2,119,000) equity shares of Rs. 10 each, fully paid up in DEN Sports & Entertainment Private Limited (formerly known as IME Networks Private Limited) | 221.19 | 21.19 |
| 71 | 48,931 (Previous year 48,931) equity shares of Rs. 10 each, fully paid up in Den A.F. Communication Private Limited | 0.49 | 0.49 |
| 72 | 50,775 (Previous year 50,775) equity shares of Rs. 10 each, fully paid up in Den Kattakada Telecasting and Cable Services Private Limited | 16.41 | 16.41 |
| 73 | 30,620 (Previous year 30,620) equity shares of Rs. 10 each, fully paid up in Big Den Entertainment Private Limited | 12.22 | 12.22 |
| 74 | 5,100 (Previous year 5,100) equity shares of Rs. 10 each, fully paid up in Sree Gokulam Starnet Communication Private Limited | 11.53 | 11.53 |
| 75 | 32,786 (Previous year 32,786) equity shares of Rs. 10 each, fully paid up in Ambika Den Cable Network Private Limited | 1.84 | 1.84 |
| 76 | 30,682 (Previous year 30,682) equity shares of Rs. 10 each, fully paid up in Den Steel City Cable Network Private Limited | 8.62 | 8.62 |
| 77 | 28,172 (Previous year 28,172) equity shares of Rs. 10 each, fully paid up in Sanmati Den Cable TV Network Private Limited | 9.02 | 9.02 |
| 78 | 28,334 (Previous year 28,334) equity shares of Rs. 10 each, fully paid up in Multi Channel Cable Network Private Limited | 9.73 | 9.73 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----|--|---|---|
| 79 | 301,000 (Previous year 301,000) equity shares of Rs. 10 each, fully paid up in Victor Cable TV Network Private Limited | 5.92 | 5.92 |
| 80 | 51,000 (Previous year 51,000) equity shares of Rs. 10 each, fully paid up in Gemini Cable Network Private Limited | 5.87 | 5.87 |
| 81 | 29,147 (Previous year 29,147) equity shares of Rs. 10 each, fully paid up in Antique Communications Private Limited | 1.79 | 1.79 |
| 82 | 30,721 (Previous year 30,721) equity shares of Rs. 10 each, fully paid up in Sanmati Entertainment Private Limited | 3.01 | 3.01 |
| 83 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in VM Magic Entertainment Private Limited | 12.53 | 12.53 |
| 84 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Crystal Vision Media Private Limited | 149.08 | 149.08 |
| 85 | 34,170 (Previous year 34,170) equity shares of Rs. 10 each, fully paid up in Multi Star Cable Network Private Limited | 1.02 | 1.02 |
| 86 | 84,551 (Previous year 84,551) equity shares of Rs. 10 each, fully paid up in Disk Cable Network Private Limited | 4.26 | 4.26 |
| 87 | 446,700 (Previous year 134,000) equity shares of Rs. 10 each, fully paid up in Shaakumabari Den Media Private Limited | 3.28 | 1.34 |
| 88 | 38,250 (Previous year 38,250) equity shares of Rs. 10 each, fully paid up in Silverline Television Network Private Limited | 15.32 | 15.32 |
| 89 | 50,406 (Previous year 36,746) equity shares of Rs. 10 each, fully paid up in Eminent Cable Network Private Limited | 12.43 | 1.50 |
| 90 | 60,984 (Previous year 27,418) equity shares of Rs. 10 each, fully paid up in Ekta Entertainment Network Private Limited | 10.44 | 3.01 |
| 91 | 2,040,000 (Previous year 2,040,000) equity shares of Rs. 10 each, fully paid up in CCN DEN Network Private Limited | 20.40 | 20.40 |
| 92 | 27,190 (Previous year 27,190) equity shares of Rs. 10 each, fully paid up in Devine Cable Network Private Limited | 1.17 | 1.17 |
| 93 | 1,938,000 (Previous year 1,938,000) equity shares of Rs. 10 each, fully paid up in DEN ADN Network Private Limited | 20.91 | 20.91 |
| 94 | 30,312 (Previous year 30,312) equity shares of Rs. 10 each, fully paid up in Nectar Entertainment Private Limited | 1.35 | 1.35 |
| 95 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Trident Entertainment Private Limited | 2.52 | 2.52 |
| 96 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Adhunik Cable Network Private Limited | 1.58 | 1.58 |
| 97 | 5,100 (Previous year 5,100) equity shares of Rs. 10 each, fully paid up in Glimpse Communications Private Limited | 3.34 | 3.34 |
| 98 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Indradhanush Cable Network Private Limited | 4.27 | 4.27 |
| 99 | 25,500 (Previous year 25,500) equity shares of Rs. 10 each, fully paid up in Blossom Entertainment Private Limited | 1.55 | 1.55 |
| 100 | 14,256 (Previous year 14,256) equity shares of Rs. 100 each, fully paid up in Multitrack Cable Network Private Limited | 9.88 | 9.88 |
| 101 | 395,250 (Previous year 153,000) equity shares of Rs. 10 each, fully paid up in Rose Entertainment Private Limited | 15.15 | 11.50 |
| 102 | 149,775 (Previous year 149,775) equity shares of Rs. 10 each, fully paid up in Libra Cable Networks Private Limited | 25.11 | 25.11 |
| 103 | 11,859 (Previous year 11,859) equity shares of Rs. 100 each, fully paid up in Pee Cee Cable Network Private Limited | 1.19 | 1.19 |
| 104 | 18,687 (Previous year 18,687) equity shares of Rs. 10 each, fully paid up in Den Discovery Digital Cable Network Private Limited | 7.70 | 7.70 |
| 105 | 3,395,558 (Previous year 33,040) equity shares of Rs. 10 each, fully paid up in Mansion Cable Network Private Limited | 303.51 | 15.86 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----|--|---|---|
| 106 | 127,500 (Previous year 127,500) equity shares of Rs. 10 each, fully paid up in Jhankar Cable Network Private Limited | 4.01 | 4.01 |
| 107 | 5,100 (Previous year 5,100) equity shares of Rs. 10 each, fully paid up in Den Premium Multilink Cable Network Private Limited | 0.05 | 0.05 |
| 108 | 102,000 (Previous year 102,000) equity shares of Rs. 10 each, fully paid up in Scorpio Cable Network Private Limited | 2.51 | 2.51 |
| 109 | 51,000 (Previous year 51,000) equity shares of Rs. 10 each, fully paid up in Augment Cable Network Private Limited | 3.01 | 3.01 |
| 110 | 72,675 (Previous year 72,675) equity shares of Rs. 10 each, fully paid up in Desire Cable Network Private Limited | 7.52 | 7.52 |
| 111 | 98,410 (Previous year 98,410) equity shares of Rs. 10 each, fully paid up in Marble Cable Network Private Limited | 3.51 | 3.51 |
| | | 5,451.15 | 4,754.02 |
| | ii. of joint ventures | | |
| 1 | 2,500,000 (Previous year 2,500,000) equity shares of Rs. 10 each, fully paid up in Star Den Media Services Private Limited | 25.00 | 25.00 |
| 2 | 5,000,000 (Previous year Nil) equity shares of Rs. 10 each, fully paid up in Macro Commerce Private Limited | 50.00 | - |
| | | 75.00 | 25.00 |
| | Aggregate of unquoted - long term trade investments in equity shares (i+ii) (I) | 5,526.15 | 4,779.02 |
| | b. Trade and unquoted - Investments in preference shares | | |
| | i. of subsidiaries | | |
| 1 | 3% 5 years 750,000 (Previous year 750,000) non cumulative preference shares of Rs. 10 each in Den Kashi Cable Network Private Limited | 37.50 | 37.50 |
| 2 | 13.5% 7 years 707,500 (Previous year 707,500) non cumulative preference shares of Rs. 10 each in Den Citi Channel Private Limited | 7.08 | 7.08 |
| 3 | 13.5% 3 years 5,400,000 (Previous year 1,900,000) non cumulative preference shares of Rs. 10 each in Gemini Cable Network Private Limited | 54.00 | 19.00 |
| 4 | 13.5% 7 years 2,500,000 (Previous year 2,500,000) non cumulative redeemable preference shares of Rs. 10 each in Meerut Cable Network Private Limited | 25.00 | 25.00 |
| 5 | 5% 2 years 300,000 (Previous year 300,000) non cumulative redeemable preference shares of Rs. 10 each in Mahavir Den Entertainment Private Limited | 3.00 | 3.00 |
| 6 | 7.5% 5 years 8,405,000 (Previous year 7,600,000) non cumulative redeemable preference shares of Rs. 10 each in Amogh Broad Band Services Private Limited | 84.05 | 76.00 |
| 7 | 10% 5 years 4,670,000 (Previous year 4,670,000) non cumulative redeemable preference shares of Rs. 10 each in Mansion Cable Network Private Limited | 46.70 | 46.70 |
| | | 257.33 | 214.28 |
| | (II) | | |
| | Total (I+II) | 5,783.48 | 4,993.30 |
| | Less : Provision for diminution in value of investments | 43.65 | 31.70 |
| | Total | 5,739.83 | 4,961.60 |

Notes :

- Of the above 34,042,370 (Previous year 19,188,728) equity shares amounting to Rs. 4,493.60 million (Previous year Rs. Rs. 3,865.59 million) of investments in subsidiaries are pledged with IDFC Limited against loans taken by the Company (See note 5)
- Of the above 11,257,500 (Previous year 2,607,500) preference shares amounting to Rs. 142.58 million (Previous year 26.08 million) of investments in subsidiaries are pledged with IDFC Limited against loans taken by the Company (See note 5)
- Of the above 39,741,390 (Previous year 22,992,338) equity shares amounting to Rs. 1,032.55 million (Previous year Rs. 913.43 million) of investments in subsidiaries and joint venture Company are yet to be pledged with IDFC Limited against loans taken by the Company.
- Of the above 11,475,000 (Previous year 15,820,000) preference shares amounting to Rs. 114.75 million (Previous year Rs. 188.20 million) of investments in subsidiaries are yet to be pledged with IDFC Limited against loans taken by the Company.

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|--|---|---|
| 14. | LONG-TERM LOANS AND ADVANCES (Unsecured) | | |
| | i. Considered good | | |
| | a. Capital advances | 77.57 | 96.84 |
| | b. Advance for investments | 7.46 | 12.76 |
| | c. Security deposits | 52.10 | 43.35 |
| | d. Prepaid expenses | 28.66 | 37.44 |
| | e. Advance tax [including tax deducted at source Rs. 1,131.66 million (Previous year Rs. 803.68 million) (Net of provision Rs. 217.06 million (Previous year Rs. 224.82 million))] | 914.60 | 579.76 |
| | f. MAT credit entitlement | 4.09 | 18.26 |
| | g. Deposits against cases with | | |
| | i. Sales tax authority | 54.44 | 34.74 |
| | ii. Entertainment tax authorities | 105.52 | 15.04 |
| | iii. Entry tax authority | 4.91 | 5.72 |
| | ii. Considered doubtful | | |
| | a. Advance for investments | 54.15 | 54.15 |
| | | 1,303.50 | 898.06 |
| | Less: Provision for doubtful advances | 54.15 | 54.15 |
| | | 1,249.35 | 843.91 |
| 15. | OTHER NON-CURRENT ASSETS | | |
| | a. Deposits with banks with more than 12 months maturity* | - | 119.95 |
| | b. Receivable on sale under finance lease (See note 33) | 227.78 | 734.98 |
| | c. Receivable on sale of fixed assets | 9.34 | - |
| | | 237.12 | 854.93 |

* Under lien as margin money with bank for term loans Rs. Nil (Previous year Rs. 119.95 million)

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|--|---|---|
| 16. | CURRENT INVESTMENTS (At Cost) | | |
| | a. Unquoted - Investments in units of mutual funds (at lower of cost or fair value) (other than trade)** | | |
| 1 | Nil (Previous year 1,461,629) units of Rs. 53.96 in Birla Sun Life Income Plus Growth Regular Plan | - | 78.87 |
| 2 | 221,644 (Previous year 232,437) units of Rs. 1,691.90 in IDFC Cash Fund Growth* | 375.00 | 358.00 |
| 3 | Nil (Previous year 1,727,920) units of Rs. 29.42 in IDFC Super Saver Income Fund Investment Plan Growth Regular Plan | - | 50.84 |
| 4 | Nil (Previous year 160,956) units of Rs. 1,754.59 in Reliance Money Manager fund Growth Option | - | 282.41 |
| 5 | Nil (Previous year 710,334) units of Rs. 307.98 in Birla Sunlife Cash Manager-Growth -Regular plan | - | 218.77 |
| 6 | Nil (Previous year 5,000,000) units of Rs. 10 in Birla Sun Life Fixed Term Plan Series HB Regular Growth | - | 50.00 |
| 7 | 20,000,000 (Previous year 20,000,000) units of Rs. 10 in Birla Sunlife Fixed Term Plan -Series IU (527 days)-Gr.Regular*** | 200.00 | 200.00 |
| 8 | Nil (Previous year 7,000,000) units of Rs. 10 in Birla Sunlife Interval Income Fund Annual Plan IX Gr Regular | - | 70.00 |
| 9 | Nil (Previous year 10,469,794) units of Rs. 10 in Birla Sunlife Fixed term Plan -Series KF(368 days) Gr Regular | - | 104.70 |
| 10 | 10,642,488 (Previous year 10,642,488) units of Rs. 10 in DWS FMP sr-49-Regular Plan -growth*** | 106.42 | 106.43 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|----|---|---|---|
| 11 | Nil (Previous year 10,000,000) units of Rs. 10 in DSP Black Rock FMP Series 126-12 M -Reg - Growth | - | 100.00 |
| 12 | Nil (Previous year 30,674) units of Rs. 1,735.91 in DSP Black Rock Money Manager Fund Regular Plan Growth | - | 53.25 |
| 13 | Nil (Previous year 10,000,000) units of Rs. 10 in HDFC FMP 370D Feb 2014(1) sr-29 reg growth | - | 100.00 |
| 14 | Nil (Previous year 10,000,000) units of Rs. 10 in DWS Fixed Maturity Plan Series -39 -Regular Plan -Growth | - | 100.00 |
| 15 | Nil (Previous year 3,943,926) units of Rs. 20.76 in L&T Ultra Short Term Growth | - | 81.89 |
| 16 | 5,000,000 (Previous year 5,000,000) units of Rs. 10 in HDFC FMP 538D Nov 2013 (1) series 28-Regular -Growth*** | 50.00 | 50.00 |
| 17 | Nil (Previous year 2,918,661) units of Rs. 16.83 in ICICI Income Opportunities Fund Regular Plan Growth | - | 49.13 |
| 18 | 20,000,000 (Previous year 20,000,000) units of Rs. 13.43 in L&T FMP Series 9-Plan Growth*** | 200.00 | 200.00 |
| 19 | Nil (Previous year 20,000,000) units of Rs. 10 in ICICI Prudential FMP Series 70-367 days Plan N regular Plan Cumulative | - | 200.00 |
| 20 | Nil (Previous year 10,089,487) units of Rs. 10 in ICICI Prudential FMP Series 71 -366 D Plan C regular Plan Cumulative | - | 100.89 |
| 21 | 5,000,000 (Previous year 5,000,000) units of Rs. 10 in ICICI Prudential FMP Series 71 -525 days Plan D regular Plan Cumulative*** | 50.00 | 50.00 |
| 22 | Nil (Previous year 8,121,351) units of Rs. 10 in IDFC Fixed Term Plan Series 24 regular Plan | - | 81.21 |
| 23 | Nil (Previous year 10,000,000) units of Rs. 10 in Reliance Fixed Horizon Fund XXV- sr 24 Growth Plan | - | 100.00 |
| 24 | Nil (Previous year 20,065,603) units of Rs. 10 in L&T FMP Series 9-Plan-G Growth | - | 200.66 |
| 25 | 5,000,000 (Previous year 5,000,000) units of Rs. 10 in L&T FMP Series 10 Plan H*** | 50.00 | 50.00 |
| 26 | Nil (Previous year 5,385,846) units of Rs. 12.28 in L&T Triple Ace Bond Fund Bonus Original | - | 66.11 |
| 27 | Nil (Previous year 5,000,000) units of Rs. 10 in Reliance Fixed Horizon Fund XXIV Sr 4 Growth Plan | - | 50.00 |
| 28 | Nil (Previous year 6,674,152) units of Rs. 23.55 in Reliance Short Term Fund-Growth Plan- Growth Option | - | 157.17 |
| 29 | 20,000,000 (Previous year 20,000,000) units of Rs. 10 in SBI Debt Fund Series -18 Month 13 -Regular -Growth*** | 200.00 | 200.00 |
| 30 | Nil (Previous year 10,435,651) units of Rs. 10 in SBI Debt Fund Series -366 days 47 Regular Plan -Growth | - | 104.36 |
| | Aggregate of unquoted - current investment in units of mutual funds | 1,231.42 | 3,614.69 |

* 221,644 units (Previous year 232,437 units) are under lien with IDFC for term loan taken

** Having total NAV of Rs. 1,337.73 million (Previous year Rs. 3,696.86 million)

*** 85,642,488 units are under lock in period having total value of Rs. 856.42 million

| 17. TRADE RECEIVABLES (Unsecured) | | | |
|--|---|-----------------|-----------------|
| a. | Trade receivables outstanding for a period exceeding six months from the date they were due for payment | | |
| | i. Considered good | 690.42 | 626.17 |
| | ii. Considered doubtful | 387.10 | 250.20 |
| | | 1,077.52 | 876.37 |
| | Less: Provision for doubtful trade receivables | 387.10 | 250.20 |
| | | 690.42 | 626.17 |
| b. | Other trade receivables (considered good) | 2,588.02 | 2,209.38 |
| | | 3,278.44 | 2,835.55 |

| Particulars | | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|---|--|---|---|
| 18. CASH AND CASH EQUIVALENTS | | | |
| A. | Cash and cash equivalents (as per AS-3 Cash Flow Statement) | | |
| a. | Cash on hand | 3.86 | 9.44 |
| b. | Cheques on hand | - | 0.05 |
| c. | Balance with scheduled banks | | |
| | i. in current accounts | 747.41 | 1,237.50 |
| | ii. in deposit accounts | | |
| | - original maturity of 3 months or less | - | 112.49 |
| | (A) | 751.27 | 1,359.48 |
| B. | Other bank balances | | |
| | i. in deposit accounts | | |
| | - original maturity more than 3 months* | 6,603.76 | 6,026.69 |
| | - original maturity of 3 months or less** | - | 7.50 |
| | (B) | 6,603.76 | 6,034.19 |
| | (A+B) | 7,355.03 | 7,393.67 |
| * | a. Under lien as security with: | | |
| | - Tax authorities for statutory registrations | - | 0.27 |
| | - Financial Institutions as Debt Service Reserve Account | - | 30.96 |
| | - Financial Institution to secure term loan to subsidiaries | 80.00 | 50.00 |
| | b. Include deposits with remaining maturity of more than 12 months from the balance sheet date | 72.52 | 177.00 |
| | c. Under lien as margin money with banks against letters of credit/ bank guarantees/ term loans. | 2,170.22 | 1,007.73 |
| ** | Under lien as margin money with banks against letters of credit/ bank guarantees/ term loans. | - | 7.50 |
| 19. SHORT-TERM LOANS AND ADVANCES (Unsecured, Considered Good) | | | |
| a. | Loans and advances to related parties (See note 29) | | |
| | i. Advances recoverable | 183.47 | 64.45 |
| | ii. Loans to subsidiaries | 650.51 | 396.16 |
| | iii. Share application money paid pending allotment | 11.21 | 60.50 |
| | | 845.19 | 521.11 |
| b. | Security deposits | 10.70 | 14.33 |
| c. | Prepaid expenses | 71.80 | 61.69 |
| d. | Balance with government authorities | | |
| | i. CENVAT credit receivable | 84.52 | 196.40 |
| | ii. VAT credit receivable | 0.19 | 6.93 |
| | iii. Service tax credit receivable | 30.98 | 115.15 |
| | | 115.69 | 318.48 |
| e. | Others | | |
| | i. Supplier advances | 119.75 | 30.03 |
| | ii. Amount recoverable from DNL Employees Welfare Trust | 0.36 | - |
| | iii. Other advances | 5.06 | 4.92 |
| | | 1,168.55 | 950.56 |
| 20. OTHER CURRENT ASSETS (Unsecured, Considered Good) | | | |
| a. | Unbilled revenue | 292.89 | 290.18 |

| Particulars | | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|--------------------------------------|---|---|---|
| b. | Interest accrued but not due on fixed deposits | 288.78 | 287.81 |
| c. | Interest accrued and due on others | 123.59 | 139.37 |
| d. | Others | | |
| | i. Receivable on sale of fixed assets | 363.32 | 796.68 |
| | ii. Receivable on sale under finance lease (See note 33) | 443.30 | 200.43 |
| | iii. Others | 0.16 | 0.16 |
| | | 1,512.04 | 1,714.63 |
| 21. REVENUE FROM OPERATIONS | | | |
| a. | Operating revenue | 8,173.20 | 7,388.66 |
| b. | Other operating revenue | | |
| | i. Sale of equipment | 276.80 | 1,223.57 |
| | | 8,450.00 | 8,612.23 |
| 22. OTHER INCOME | | | |
| a. | Interest income | | |
| | i. on fixed deposits [including tax deducted at source Rs. 30.14 million (Previous year Rs. 14.47 million)] | 608.61 | 358.24 |
| | ii. on loans to subsidiaries and joint venture [including tax deducted at source Rs. 6.29 million (Previous year Rs. 4.55 million)] | 69.14 | 61.15 |
| | iii. on income tax refund | - | 6.20 |
| | iv. on sale under finance lease [including tax deducted at source Rs. 6.20 million (Previous year Rs. 6.76 million)] | 70.71 | 94.86 |
| b. | Net gain on sale of current investments (other than trade and unquoted) | 204.23 | 168.48 |
| c. | Dividend income | | |
| | i. from current investments - others | 0.87 | 7.83 |
| | ii. from long term investments - subsidiaries | 14.89 | 2.06 |
| d. | Other non-operating income | | |
| | i. Profit on sale of fixed assets | 9.51 | 0.70 |
| | ii. Liabilities/ excess provisions written back | 2.90 | 50.87 |
| | iii. Miscellaneous income | 3.85 | 3.54 |
| | | 984.71 | 753.93 |
| 23. EMPLOYEE BENEFITS EXPENSE | | | |
| a. | Salaries and allowances | 544.72 | 444.02 |
| b. | Contribution to provident and other funds [See note 35] | 27.36 | 23.69 |
| c. | Gratuity expense [See note 35 (B) (ii)] | 9.89 | 9.70 |
| d. | Staff welfare expenses | 30.00 | 23.52 |
| | | 611.97 | 500.93 |
| 24. FINANCE COSTS | | | |
| a. | Interest on loans from banks | 713.95 | 774.25 |
| b. | Other borrowing costs | 51.56 | 53.75 |
| | | 765.51 | 828.00 |
| 25. OTHER EXPENSES | | | |
| a. | Content cost | 2,470.91 | 1,837.53 |
| b. | Placement fees | 2,095.04 | 2,031.78 |

| Particulars | | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|--|--|---|---|
| c. | Cost of traded items | 275.06 | 1,244.04 |
| d. | Distributor commission/ incentive | 150.13 | 91.79 |
| e. | Rent and hire charges (See note 31) | 141.26 | 110.68 |
| f. | Repairs and maintenance | | |
| | i. Plant and machinery | 242.33 | 180.73 |
| | ii. Others | 86.40 | 64.49 |
| g. | Power and fuel | 64.12 | 48.49 |
| h. | Director's sitting fees | 1.23 | 0.44 |
| i. | Consultancy, professional and legal charges* | 241.39 | 166.74 |
| j. | Expenditure on corporate social responsibility | 4.67 | - |
| k. | Brokerage/ commission | 26.70 | 12.56 |
| l. | Subscription share/ charges | 1,133.08 | 637.77 |
| m. | Contract service charges | 132.09 | 70.76 |
| n. | Printing and stationery | 7.61 | 13.70 |
| o. | Travelling and conveyance | 108.14 | 94.76 |
| p. | Advertisement, publicity and business promotion | 72.34 | 42.65 |
| q. | Communication expenses | 29.84 | 29.74 |
| r. | Leaseline expenses | 265.51 | 166.73 |
| s. | Security charges | 18.67 | 15.70 |
| t. | Freight and labour charges | 12.43 | 15.73 |
| u. | Insurance | 10.56 | 9.12 |
| v. | Rates and taxes | 94.61 | 20.88 |
| w. | Provision for doubtful trade receivables | 136.90 | 149.70 |
| x. | Bad trade receivables and advances written off | 222.32 | 33.74 |
| y. | Provision for diminution in value of investments in subsidiary companies | 11.95 | - |
| z. | Fixed assets/ capital work in progress written off | 1.36 | 4.25 |
| aa. | Loss on sale of investment | - | 92.54 |
| ab. | Net loss on foreign currency transactions and translation | 14.60 | 11.57 |
| ac. | Miscellaneous expenses | 36.73 | 28.14 |
| | | 8,107.98 | 7,226.75 |
| * Consultancy, professional and legal charges includes Auditors' remuneration as under : | | | |
| a. | To statutory auditors | | |
| | For audit | 5.70 | 5.50 |
| | For other services | 3.78 | 4.76 |
| b. | To cost auditors for cost audit | 0.05 | 0.05 |
| | | 9.53 | 10.31 |

26. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

a. Capital commitments

Estimated amount of contracts remaining to be executed on tangible capital account (net of advances) Rs. 459.00 million [Previous year Rs. 1,900.92 million].

b. Contingent liabilities

Claims against the Company not acknowledged as debts*

| | | As at 31 st March, 2015 (Rs. in million) | As at 31 st March, 2014 (Rs. in million) |
|----|---|---|---|
| a) | Bank guarantee issued | 34.56 | 22.50 |
| b) | Corporate guarantee issued by the Company | 250.00 | 250.00 |
| c) | Outstanding letter of credits | 216.72 | 19.25 |
| d) | Demand raised by UP Commercial Tax Department for payment of VAT on transfer of STB's | 160.27 | 26.04 |
| e) | Demand raised by Delhi Entertainment Tax Department for payment of Entertainment Tax | 890.08 | 84.70 |
| f) | Demand raised by UP Entertainment Tax Department for payment of Entertainment Tax | 43.11 | - |
| g) | Demand raised by Madhya Pradesh Entertainment Tax department for payment of Entertainment Tax | 3.65 | 3.65 |
| h) | Demand raised by Rajasthan Entry Tax department for payment of Entry Tax | 25.30 | 25.30 |
| i) | Demand raised by Bihar Commercial Tax Department for payment of VAT on transfer of STB's | 24.95 | - |
| j) | Demand raised by Karnataka Commercial Tax Department for payment of VAT on transfer of STB's | 21.51 | - |
| k) | Demand raised by Kerala Commercial Tax Department for payment of VAT on transfer of STB's | 22.88 | - |

* No provision is considered necessary since the company expects favourable decisions. The advance paid against the above is Rs. 164.87 million (previous year Rs. 55.50 million).

27. SEGMENT INFORMATION

The Company has identified business segments as its primary segment. Business segments consists of primarily Cable segment and Broadband segment. Cable segment consists of distribution and promotion of television channels. Broadband segment consists of providing internet services. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocated to segments have been disclosed as unallocated expenses. Assets and liabilities that are directly attributable or allocated to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocated. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

| | (Rs. in million) | | |
|----------------------------|------------------|-----------|------------|
| Particulars | Cable | Broadband | Total |
| Revenue from operations | 8,369.35 | 80.65 | 8,450.00 |
| | 8,577.05 | 35.18 | 8,612.23 |
| Other non-operating income | 15.92 | 0.34 | 16.26 |
| | 54.92 | 0.19 | 55.11 |
| Segment revenue | 8,385.27 | 80.99 | 8,466.26 |
| | 8,631.97 | 35.37 | 8,667.34 |
| Segment result | (1,009.71) | (470.61) | (1,480.32) |
| | (50.31) | (18.17) | (68.48) |
| Unallocated expenses (net) | | | (359.83) |
| | | | (334.37) |
| Operating profit/ (loss) | | | (1,120.49) |
| | | | 265.89 |

| Particulars | Cable | Broadband | Total |
|---|------------------|-----------------|-------------------|
| Interest expense | | | 765.51 |
| | | | 828.00 |
| Interest income | | | (748.46) |
| | | | (520.45) |
| Profit/ (loss) before taxes | | | (1,137.54) |
| | | | (41.66) |
| Less: Tax expense | | | (29.47) |
| | | | (93.31) |
| Profit/ (loss) for the year | | | (1,108.07) |
| | | | 51.65 |
| Other information | | | |
| Segment assets | 19,244.59 | 706.17 | 19,950.76 |
| | 18,252.45 | 119.16 | 18,371.61 |
| Unallocated assets | | | 9,717.03 |
| | | | 11,896.16 |
| Total assets | | | 29,667.79 |
| | | | 30,267.77 |
| Segment liabilities | 8,242.61 | 1,241.64 | 9,484.25 |
| | 8,796.31 | 171.73 | 8,968.04 |
| Unallocated liabilities | | | 3,696.75 |
| | | | 3,695.37 |
| Total liabilities | | | 13,181.00 |
| | | | 12,663.41 |
| Capital expenditure(allocable) | 6,992.25 | 686.62 | 7,678.87 |
| | 6,801.09 | 116.49 | 6,917.58 |
| Depreciation and amortisation(allocable) | 1,056.34 | 30.45 | 1,086.79 |
| | 851.67 | 0.47 | 852.14 |
| Other significant non-cash expenses (allocable) | 149.71 | 0.50 | 150.21 |
| | 246.49 | - | 246.49 |
| Other significant non-cash expenses (unallocable) | | | 765.51 |
| | | | 828.00 |

Note: Amount in italics represents previous year's figures.

The disclosures as required under Accounting Standard 17 on secondary segment has not been provided as the Company deals in one geographical area.

28. During the previous year, the Company had paid managerial remuneration to Chairman and Managing Director amounting to Rs. 24.93 million. Of this, remuneration amounting to Rs. 13.42 million was paid in excess of the provisions of Section 198 and 309 read with Schedule XIII of the Companies Act, 1956 for which the approval from the Central Government has been received in the current financial year.

29. RELATED PARTY DISCLOSURES

I. List of related parties

- a. Related parties where control exists
 - i. Subsidiaries held directly
 1. Den Mahendra Satellite Private Limited
 2. Den Mod Max Cable Network Private Limited
 3. Den Krishna Cable TV Network Private Limited
 4. Den Pawan Cable Network Private Limited
 5. DEN BCN Suncity Network Private Limited
 6. Den Harsh Mann Cable Network Private Limited
 7. Den Classic Cable TV Services Private Limited

8. DEN Bindra Network Private Limited
9. DEN Montooshah Network Private Limited
10. DEN Ashu Cable Private Limited
11. Shree Siddhivinayak Cable Network Private Limited
12. Drashti Cable Network Private Limited
13. DEN MCN Cable Network Private Limited
14. Mahadev Den Network Private Limited
15. Mahadev Den Cable Network Private Limited
16. Den Patel Entertainment Network Private Limited
17. DEN Digital Cable Network Private Limited
18. Den Malayalam Telenet Private Limited
19. DEN Bellary City Cable Private Limited
20. DEN-Manoranjan Satellite Private Limited
21. DEN Supreme Satellite Vision Private Limited
22. DEN Nashik City Cable Network Private Limited
23. Radiant Satellite (India) Private Limited
24. Den Radiant Satelite Cable Network Private Limited
25. Den MewarRajdev Cable Network Private Limited
26. DEN RIS Cable Network Private Limited
27. DEN Sky Media Network Private Limited
28. Den Prince Network Private Limited
29. Den Varun Cable Network Private Limited
30. Den Crystal Vision Network Private Limited
31. Meerut Cable Network Private Limited
32. DEN Jai Ambey Vision Cable Private Limited
33. DEN Fateh Marketing Private Limited
34. Den Enjoy Cable Networks Private Limited
35. Den MaaSharda Vision Cable Networks Private Limited
36. Den F K Cable TV Network Private Limited
37. Den Shiva Cable Network Private Limited
38. Den Pradeep Cable Network Private Limited
39. Den Satellite Cable TV Network Private Limited
40. Den Narmada Network Private Limited
41. Den Ambey Cable Networks Private Limited
42. Den Budaun Cable Network Private Limited
43. DEN Aman Entertainment Private Limited
44. Den Kashi Cable Network Private Limited
45. Den Futuristic Cable Networks Private Limited
46. Den Digital Entertainment Gujarat Private Limited
47. Aster Entertainment Private Limited
48. Den Entertainment Network Private Limited
49. Shine Cable Network Private Limited
50. Den Rajkot City Communication Private Limited
51. Den Elgee Cable Vision Private Limited
52. Den Malabar Cable Vision Private Limited
53. Amogh Broad Band Services Private Limited
54. Galaxy Den Media & Entertainment Private Limited

55. Den UCN Network India Private Limited
56. Bali Den Cable Network Private Limited
57. Mahavir Den Entertainment Private Limited
58. Den Citi Channel Private Limited
59. Den Satellite Network Private Limited
60. Fab Den Network Private Limited
61. Fortune (Baroda) Network Private Limited
62. Den Infoking Channel Entertainers Private Limited
63. United Cable Network (Digital) Private Limited
64. Shri Ram Den Network Private Limited
65. Den Krishna Vision Private Limited
66. CAB-I-NET Communications Private Limited
67. Den Sahyog Cable Network Private Limited
68. Den Sariga Communications Private Limited
69. Den Sports & Entertainment Private Limited (formerly known as IME Networks Private Limited)
70. Den Kattakada Telecasting and Cable Services Private Limited
71. Den A.F. Communication Private Limited
72. SreeGokulamStarnet Communication Private Limited
73. Big Den Entertainment Private Limited
74. Ambika Den Cable Network Private Limited
75. Den Steel City Cable Network Private Limited
76. Crystal Vision Media Private Limited
77. Victor CableTV Network Private Limited
78. Sanmati Den Cable TV Network Private Limited
79. Multi Channel Cable Network Private Limited
80. Gemini Cable Network Private Limited
81. Multi Star Cable Network Private Limited
82. VM Magic Entertainment Private Limited
83. Matrix Cable Network Private Limited
84. Antique Communications Private Limited
85. Sanmati Entertainment Private Limited
86. Disk Cable Network Private Limited
87. Shaakumbari Den Media Private Limited
88. Silverline Television Network Private Limited
89. Ekta Entertainment Network Private Limited
90. Libra Cable Network Private Limited
91. DEN ADN Network Private Limited
92. CCN DEN Network Private Limited
93. Devine Cable Network Private Limited
94. Nectar Entertainment Private Limited
95. Pee Cee Cable Network Private Limited
96. Multitrack Cable Network Private Limited
97. Glimpse Communications Private Limited
98. Indradhanush Cable Network Private Limited
99. Adhunik Cable Network Private Limited
100. Blossom Entertainment Private Limited
101. Rose Entertainment Private Limited

102. Trident Entertainment Private Limited
103. Eminent Cable Network Private Limited
104. Mansion Cable Network Private Limited (w.e.f. 8-Apr-13)
105. DEN Discovery Digital Networks Private Limited (w.e.f. 29-Jun-13)
106. Jhankaar Cable Network Private Limited (w.e.f. 17-Jul-13)
107. Den Premium Multilink Cable Network Private Limited (w.e.f. 1-Jul-13)
108. Scorpio Cable Network Private Limited (w.e.f. 1-Nov-13)
109. Desire Cable Network Private Limited (w.e.f. 1-Feb-14)
110. Marble Cable Network Private Limited (w.e.f. 1-Feb-14)
111. Augment Cable Network Private Limited (w.e.f. 1-Feb-14)

ii. Subsidiaries held indirectly

1. Den Nanak Communication Private Limited
2. DEN Saya Channel Network Private Limited
3. Den Ambey Citi Cable Network Private Limited
4. Den Enjoy Navaratan Network Private Limited
5. Den Ambey Jhansi Cable Network Private Limited
6. Den Deva Cable Network Private Limited
7. DEN Faction Communication System Private Limited
8. Den AmbeyFarukabad Cable Network Private Limited
9. Star Channel Den Network Private Limited
10. Kishna Den Cable Networks Private Limited
11. Divya Drishti Den Cable Network Private Limited
12. DEN New Broad Communication Private Limited
13. Den Soccer Private Limited (formerly known as Astron Media Networks Private Limited)
14. Fun Cable Network Private Limited
15. Rajasthan Entertainment Private Limited
16. Kerela Entertainment Private Limited
17. Uttar Pradesh Digital Cable Network Private Limited
18. Saturn Digital Cable Private Limited
19. Den Enjoy SBNM Cable Network Private Limited
20. Capital Entertainment Private Limited
21. Bhadohi DEN Entertainment Private Limited
22. DEN STN Television Network Private Limited
23. Srishti Den Networks Private Limited (formerly known as Platinum Cable TV Network Private Limited)
24. Maitri Cable Network Private Limited
25. Melody Cable Network Private Limited
26. Mountain Cable Network Private Limited
27. Portrait Cable Network Private Limited
28. Den Prayag Cable Networks Private Limited
29. Skynet Cable Network Private Limited (w.e.f. 25-Apr-13)
30. DEN ABC Cable Network Ambarnath Private Limited (w.e.f. 1-Jul-13)
31. Konark IP Dossiers Private Limited (w.e.f. 1-Jul-13)
32. Angel Cable Network Private Limited (w.e.f. 1-Nov-13)
33. ABC Cable Network Private Limited (w.e.f. 1-Jan-14)
34. Den MTN Star Vision Networks Private Limited (w.e.f. 1-Jan-14)

iii. Jointly controlled entities

1. Star Den Media Services Private Limited

- 2. Media Pro Enterprise India Private Limited
- 3. Macro Commerce Private Limited (w.e.f. 15-Jan-15)

b. Entities under significant influence

- 1. Access Financial Services Limited

c. Key managerial personnel

- 1. Mr. Sameer Manchanda (Chairman and Managing Director)

II. Transactions/ outstanding balances with related parties during the year

(Rs. in million)

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-----------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------------|
| A. | Transactions during the year | | | | | | |
| i. | Operating revenue | | | | | | |
| | Den Satellite Network Private Limited | 145.73 | - | - | - | - | 145.73 |
| | | (107.74) | (-) | (-) | (-) | (-) | (107.74) |
| | Others | 913.60 | 123.15 | 6.57 | - | - | 1,043.32 |
| | | (771.01) | (118.23) | (-) | (-) | (-) | (889.24) |
| | Total | 1,059.33 | 123.15 | 6.57 | - | - | 1,189.05 |
| | | (878.75) | (118.23) | (-) | (-) | (-) | (996.98) |
| ii. | Other operating revenue | | | | | | |
| a. | Sale of equipment | | | | | | |
| | Den Ambey Cable Networks Private Limited | 141.95 | - | - | - | - | 141.95 |
| | | (183.90) | (-) | (-) | (-) | (-) | (183.90) |
| | Den Enjoy Cable Networks Private Limited | 53.63 | - | - | - | - | 53.63 |
| | | (161.30) | (-) | (-) | (-) | (-) | (161.30) |
| | Den Satellite Network Private Limited | 1.06 | - | - | - | - | 1.06 |
| | | (264.18) | (-) | (-) | (-) | (-) | (264.18) |
| | Eminent Cable Network Private Limited | 3.27 | - | - | - | - | 3.27 |
| | | (135.17) | (-) | (-) | (-) | (-) | (135.17) |
| | Others | 69.19 | 6.20 | - | - | - | 75.39 |
| | | (459.67) | (19.16) | (-) | (-) | (-) | (478.83) |
| | Total | 269.10 | 6.20 | - | - | - | 275.30 |
| | | (1,204.22) | (19.16) | (-) | (-) | (-) | (1,223.38) |
| iii. | Other income | | | | | | |
| a. | Interest income on loans to subsidiaries | | | | | | |
| | Shine Cable Network Private Limited | 28.13 | - | - | - | - | 28.13 |
| | | (20.96) | (-) | (-) | (-) | (-) | (20.96) |
| | Den Soccer Private Limited | - | 19.18 | - | - | - | 19.18 |
| | | (-) | (0.19) | (-) | (-) | (-) | (0.19) |
| | Den Futuristic Cable Networks Private Limited | 11.37 | - | - | - | - | 11.37 |
| | | (11.51) | (-) | (-) | (-) | (-) | (11.51) |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|----|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------|
| | Others | 7.73 | 1.97 | 0.76 | - | - | 10.46 |
| | | (26.52) | (1.97) | (-) | (-) | (-) | (28.49) |
| | Total | 47.23 | 21.15 | 0.76 | - | - | 69.14 |
| | | (58.99) | (2.16) | (-) | (-) | (-) | (61.15) |
| b. | Interest income on sale of assets under finance lease | | | | | | |
| | Den Rajkot City Communication Private Limited | 12.87 | - | - | - | - | 12.87 |
| | | (15.58) | (-) | (-) | (-) | (-) | (15.58) |
| | Eminent Cable Network Private Limited | 12.82 | - | - | - | - | 12.82 |
| | | (14.82) | (-) | (-) | (-) | (-) | (14.82) |
| | Den-Manoranjan Satellite Private Limited | 10.53 | - | - | - | - | 10.53 |
| | | (13.65) | (-) | (-) | (-) | (-) | (13.65) |
| | Den Ambey Cable Networks Private Limited | 9.84 | - | - | - | - | 9.84 |
| | | (13.62) | (-) | (-) | (-) | (-) | (13.62) |
| | Den Discovery Digital Networks Private Limited | 12.25 | - | - | - | - | 12.25 |
| | | (12.91) | (-) | (-) | (-) | (-) | (12.91) |
| | Den Enjoy Cable Networks Private Limited | 8.83 | - | - | - | - | 8.83 |
| | | (12.04) | (-) | (-) | (-) | (-) | (12.04) |
| | Others | 3.57 | - | - | - | - | 3.57 |
| | | (12.24) | (-) | (-) | (-) | (-) | (12.24) |
| | Total | 70.71 | - | - | - | - | 70.71 |
| | | (94.86) | (-) | (-) | (-) | (-) | (94.86) |
| c. | Dividend income | | | | | | |
| | Mansion Cable Network Private Limited | 13.20 | - | - | - | - | 13.20 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | | 1.69 | - | - | - | - | 1.69 |
| | Den Aman Entertainment Private Limited | (-) | (-) | (-) | (-) | (-) | (-) |
| | | - | - | - | - | - | - |
| | Den Krishna Cable Tv Network Private Limited | (1.95) | (-) | (-) | (-) | (-) | (1.95) |
| | | - | - | - | - | - | - |
| | Others | (0.11) | (-) | (-) | (-) | (-) | (0.11) |
| | | 14.89 | - | - | - | - | 14.89 |
| | Total | (2.06) | (-) | (-) | (-) | (-) | (2.06) |
| d. | Liabilities/ excess provisions written back | | | | | | |
| | | - | - | 1.09 | - | - | 1.09 |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------------|
| | Star Den Media Services Private Limited | (-) | (-) | (-) | (-) | (-) | (-) |
| | | - | - | - | - | - | - |
| | Aster Entertainment Private Limited | (6.00) | (-) | (-) | (-) | (-) | (6.00) |
| | | - | - | 0.11 | - | - | 0.11 |
| | Others | (0.24) | (0.01) | (-) | (-) | (-) | (0.25) |
| | | - | - | 1.20 | - | - | 1.20 |
| | Total | (6.24) | (0.01) | (-) | (-) | (-) | (6.25) |
| iv. | Purchase of services | | | | | | |
| | | - | - | 122.21 | - | - | 122.21 |
| | Media Pro Enterprise India Private Limited | (-) | (-) | (745.63) | (-) | (-) | (745.63) |
| | | 2,293.49 | 322.33 | - | 9.00 | - | 2,624.82 |
| | Others | (2,002.57) | (269.01) | (-) | (10.80) | (-) | (2,282.38) |
| | | 2,293.49 | 322.33 | 122.21 | 9.00 | - | 2,747.03 |
| | Total | (2,002.57) | (269.01) | (745.63) | (10.80) | (-) | (3,028.01) |
| v. | Managerial remuneration | | | | | | |
| | Sameer Manchanda | - | - | - | - | 26.04 | 26.04 |
| | | (-) | (-) | (-) | (-) | (24.93) | (24.93) |
| | Total | - | - | - | - | 26.04 | 26.04 |
| | | (-) | (-) | (-) | (-) | (24.93) | (24.93) |
| vi. | Bad trade receivables written off | | | | | | |
| | Amogh Broad Band Services Private Limited | 14.88 | - | - | - | - | 14.88 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Ambey Cable Networks Private Limited | 13.99 | - | - | - | - | 13.99 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Others | 78.12 | 15.45 | 3.30 | - | - | 96.87 |
| | | (5.29) | (-) | (-) | (7.50) | (-) | (12.79) |
| | Total | 106.99 | 15.45 | 3.30 | - | - | 125.74 |
| | | (5.29) | (-) | (-) | (7.50) | (-) | (12.79) |
| vii. | Purchase of fixed assets | | | | | | |
| | Den Rajkot City Communication Private Limited | 1.96 | - | - | - | - | 1.96 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Ambey Cable Networks Private Limited | - | - | - | - | - | - |
| | | (67.02) | (-) | (-) | (-) | (-) | (67.02) |
| | Total | 1.96 | - | - | - | - | 1.96 |
| | | (67.02) | (-) | (-) | (-) | (-) | (67.02) |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-------|--|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------|
| viii. | Sale of fixed assets | | | | | | |
| | Den Ambey Cable Networks Private Limited | 56.59 | - | - | - | - | 56.59 |
| | | (14.42) | (-) | (-) | (-) | (-) | (14.42) |
| | Den Enjoy Cable Networks Private Limited | 16.18 | - | - | - | - | 16.18 |
| | | (26.20) | (-) | (-) | (-) | (-) | (26.20) |
| | Mansion Cable Network Private Limited | 0.39 | - | - | - | - | 0.39 |
| | | (251.12) | (-) | (-) | (-) | (-) | (251.12) |
| | Eminent Cable Network Private Limited | 4.90 | - | - | - | - | 4.90 |
| | | (122.03) | (-) | (-) | (-) | (-) | (122.03) |
| | Others | 20.31 | - | - | - | - | 20.31 |
| | | (181.37) | (59.07) | (-) | (-) | (-) | (240.44) |
| | Total | 98.37 | - | - | - | - | 98.37 |
| | | (595.14) | (59.07) | (-) | (-) | (-) | (654.21) |
| ix. | Reimbursement of expenses (received) | | | | | | |
| | Den Soccer Private Limited | - | 0.82 | - | - | - | 0.82 |
| | | (-) | (0.03) | (-) | (-) | (-) | (0.03) |
| | Den Ambey Cable Networks Private Limited | 0.40 | - | - | - | - | 0.40 |
| | | (2.69) | (-) | (-) | (-) | (-) | (2.69) |
| | Den Enjoy Cable Networks Private Limited | 0.17 | - | - | - | - | 0.17 |
| | | (3.29) | (-) | (-) | (-) | (-) | (3.29) |
| | Mansion Cable Network Private Limited | 0.23 | - | - | - | - | 0.23 |
| | | (2.85) | (-) | (-) | (-) | (-) | (2.85) |
| | Others | 2.97 | 1.29 | 0.02 | 0.01 | - | 4.29 |
| | | (16.62) | (1.09) | (-) | (-) | (-) | (17.71) |
| | Total | 3.77 | 2.11 | 0.02 | 0.01 | - | 5.91 |
| | | (25.45) | (1.12) | (-) | (-) | (-) | (26.57) |
| | Den Ambey Cable Networks Private Limited | 0.14 | - | - | - | - | 0.14 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Matrix Cable Network Private Limited | 0.01 | - | - | - | - | 0.01 |
| | | (9.82) | (-) | (-) | (-) | (-) | (9.82) |
| | Den Supreme Satellite Vision Private Limited | - | - | - | - | - | - |
| | | (5.47) | (-) | (-) | (-) | (-) | (5.47) |
| | Others | 0.51 | 0.40 | - | - | - | 0.91 |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------|
| | | (2.53) | (0.31) | (-) | (-) | (-) | (2.84) |
| | Total | 0.66 | 0.40 | - | - | - | 1.06 |
| | | (17.82) | (0.31) | (-) | (-) | (-) | (18.13) |
| xi. | Investments made during the year | | | | | | |
| | Den Sports & Entertainment Private Limited | 200.00 | - | - | - | - | 200.00 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Mansion Cable Network Private Limited | 137.28 | - | - | - | - | 137.28 |
| | | (62.30) | (-) | (-) | (-) | (-) | (62.30) |
| | Amogh Broad Band Service Private Limited | 8.05 | - | - | - | - | 8.05 |
| | | (176.00) | (-) | (-) | (-) | (-) | (176.00) |
| | Den Digital Entertainment Gujarat Private Limited | - | - | - | - | - | - |
| | | (120.00) | (-) | (-) | (-) | (-) | (120.00) |
| | Others | 141.19 | - | 49.90 | - | - | 191.09 |
| | | (322.36) | (-) | (-) | (-) | (-) | (322.36) |
| | Total | 486.52 | - | 49.90 | - | - | 536.42 |
| | | (680.66) | (-) | (-) | (-) | (-) | (680.66) |
| xii. | Investments sold during the year | | | | | | |
| | Den Ambey Cable Networks Private Limited | - | - | - | - | - | - |
| | | (2.04) | (-) | (-) | (-) | (-) | (2.04) |
| | Total | - | - | - | - | - | - |
| | | (2.04) | (-) | (-) | (-) | (-) | (2.04) |
| xiii. | Loans given during the year | | | | | | |
| | Shine Cable Network Private Limited | 24.60 | - | - | - | - | 24.60 |
| | | (82.20) | (-) | (-) | (-) | (-) | (82.20) |
| | Den Digital Entertainment Gujarat Private Limited | 2.00 | - | - | - | - | 2.00 |
| | | (41.00) | (-) | (-) | (-) | (-) | (41.00) |
| | Den Soccer Private Limited | - | 403.50 | - | - | - | 403.50 |
| | | (-) | (61.01) | (-) | (-) | (-) | (61.01) |
| | Others | - | - | 17.60 | - | - | 17.60 |
| | | (57.14) | (-) | (-) | (-) | (-) | (57.14) |
| | Total | 26.60 | 403.50 | 17.60 | - | - | 447.70 |
| | | (180.34) | (61.01) | (-) | (-) | (-) | (241.35) |
| xiv. | Loans received back during the year | | | | | | |
| | Den Soccer Private Limited | - | 129.66 | - | - | - | 129.66 |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-----|--|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-----------------|
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Mewar Rajdev Cable Network Private Limited | 21.02 | - | - | - | - | 21.02 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Digital Entertainment Gujarat Private Limited | - | - | - | - | - | - |
| | | (69.12) | (-) | (-) | (-) | (-) | (69.12) |
| | Den Entertainment Network Private Limited | - | - | - | - | - | - |
| | | (57.10) | (-) | (-) | (-) | (-) | (57.10) |
| | Others | 25.07 | - | 17.60 | - | - | 42.67 |
| | | (130.05) | (-) | (-) | (-) | (-) | (130.05) |
| | Total | 46.09 | 129.66 | 17.60 | - | - | 193.35 |
| | | (256.27) | (-) | (-) | (-) | (-) | (256.27) |
| xv. | "Provision for diminution in value of investments in subsidiary companies" | | | | | | |
| | Others | 11.95 | - | - | - | - | 11.95 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Total | 11.95 | - | - | - | - | 11.95 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| B. | Outstanding balances at year end | | | | | | |
| i. | Trade payables | | | | | | |
| | Media Pro Enterprise India Private Limited | - | - | - | - | - | - |
| | | (-) | (-) | (159.25) | (-) | (-) | (159.25) |
| | Den Enjoy Cable Networks Private Limited | 190.16 | - | - | - | - | 190.16 |
| | | (75.70) | (-) | (-) | (-) | (-) | (75.70) |
| | Mansion Cable Network Private Limited | 125.55 | - | - | - | - | 125.55 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Ambey Cable Networks Private Limited | 123.43 | - | - | - | - | 123.43 |
| | | (102.98) | (-) | (-) | (-) | (-) | (102.98) |
| | Others | 613.89 | 152.48 | - | - | - | 766.37 |
| | | (502.10) | (82.76) | (1.09) | (-) | (-) | (585.95) |
| | Total | 1,053.03 | 152.48 | - | - | - | 1,205.51 |
| | | (680.78) | (82.76) | (160.34) | (-) | (-) | (923.88) |
| ii. | Advance billing | | | | | | |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------|
| | Den Bellary City Cable Private Limited | 1.32 | - | - | - | - | 1.32 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Mahavir Den Entertainment Private Limited | - | - | - | - | - | - |
| | | (5.33) | (-) | (-) | (-) | (-) | (5.33) |
| | Den Satellite Network Private Limited | 0.79 | - | - | - | - | 0.79 |
| | | (2.85) | (-) | (-) | (-) | (-) | (2.85) |
| | Cab-I-Net Communications Private Limited | 1.16 | - | - | - | - | 1.16 |
| | | (1.66) | (-) | (-) | (-) | (-) | (1.66) |
| | Others | 5.47 | 1.44 | - | - | - | 6.91 |
| | | (4.42) | (1.03) | (-) | (-) | (-) | (5.45) |
| | Total | 8.74 | 1.44 | - | - | - | 10.18 |
| | | (14.26) | (1.03) | (-) | (-) | (-) | (15.29) |
| iii. | Security deposits received | | | | | | |
| | DEN Mahendra Satellite Private Limited | 0.12 | - | - | - | - | 0.12 |
| | | (0.12) | (-) | (-) | (-) | (-) | (0.12) |
| | Den Prayag Cable Networks Private Limited | 0.02 | - | - | - | - | 0.02 |
| | | (0.02) | (-) | (-) | (-) | (-) | (0.02) |
| | Total | 0.14 | - | - | - | - | 0.14 |
| | | (0.14) | (-) | (-) | (-) | (-) | (0.14) |
| iv. | Advance from customers | | | | | | |
| | Gemini Cable Network Private Limited | - | - | - | - | - | - |
| | | (4.10) | (-) | (-) | (-) | (-) | (4.10) |
| | Mahadev Den Network Private Limited | 0.36 | - | - | - | - | 0.36 |
| | | (1.65) | (-) | (-) | (-) | (-) | (1.65) |
| | Ekta Entertainment Network Private Limited | 0.78 | - | - | - | - | 0.78 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Kerela Entertainment Private Limited | - | 1.27 | - | - | - | 1.27 |
| | | (-) | (1.13) | (-) | (-) | (-) | (1.13) |
| | Den Digital Entertainment Gujarat Private Limited | - | - | - | - | - | - |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-----------------|
| | | (1.11) | (-) | (-) | (-) | (-) | (1.11) |
| | Others | 1.43 | 0.23 | - | - | - | 1.66 |
| | | (0.80) | (0.32) | (-) | (-) | (-) | (1.12) |
| | Total | 2.57 | 1.50 | - | - | - | 4.07 |
| | | (7.66) | (1.45) | (-) | (-) | (-) | (9.11) |
| v. | Investments (Equity and Preference shares) | | | | | | |
| | Amogh Broad Band Services Private Limited | 1,132.78 | - | - | - | - | 1,132.78 |
| | | (1,124.73) | (-) | (-) | (-) | (-) | (1,124.73) |
| | Others | 4,575.70 | - | 75.00 | - | - | 4,650.70 |
| | | (3,843.57) | (-) | (25.00) | (-) | (-) | (3,868.57) |
| | Total | 5,708.48 | - | 75.00 | - | - | 5,783.48 |
| | | (4,968.30) | (-) | (25.00) | (-) | (-) | (4,993.30) |
| | Less : Provision for diminution in value of investments | 43.65 | - | - | - | - | 43.65 |
| | | (31.70) | (-) | (-) | (-) | (-) | (31.70) |
| | Total | 5,664.83 | - | 75.00 | - | - | 5,739.83 |
| | | (4,936.60) | (-) | (25.00) | (-) | (-) | (4,961.60) |
| vi. | Security deposits paid | | | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 3.49 | - | - | 3.49 |
| | | (-) | (-) | (3.49) | (-) | (-) | (3.49) |
| | Others | - | - | - | - | - | - |
| | | (-) | (-) | (0.05) | (-) | (-) | (0.05) |
| | Total | - | - | 3.49 | - | - | 3.49 |
| | | (-) | (-) | (3.54) | (-) | (-) | (3.54) |
| vii. | Receivable on sale under finance lease | | | | | | |
| | Den Enjoy Cable Networks Private Limited | 80.58 | - | - | - | - | 80.58 |
| | | (119.29) | (-) | (-) | (-) | (-) | (119.29) |
| | Den Ambey Cable Networks Private Limited | 92.72 | - | - | - | - | 92.72 |
| | | (137.97) | (-) | (-) | (-) | (-) | (137.97) |
| | Den Rajkot City Communication Private Limited | 90.92 | - | - | - | - | 90.92 |
| | | (118.61) | (-) | (-) | (-) | (-) | (118.61) |
| | Den-Manoranjan Satellite Private Limited | 64.14 | - | - | - | - | 64.14 |
| | | (94.46) | (-) | (-) | (-) | (-) | (94.46) |
| | Eminent Cable Network Private Limited | 159.14 | - | - | - | - | 159.14 |
| | | (209.88) | (-) | (-) | (-) | (-) | (209.88) |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-----------------|
| | Den Discovery Digital Networks Private Limited | 90.69 | - | - | - | - | 90.69 |
| | | (121.97) | (-) | (-) | (-) | (-) | (121.97) |
| | Others | 92.89 | - | - | - | - | 92.89 |
| | | (133.23) | (-) | (-) | (-) | (-) | (133.23) |
| | Total | 671.08 | - | - | - | - | 671.08 |
| | | (935.41) | (-) | (-) | (-) | (-) | (935.41) |
| viii. | Trade receivables | | | | | | |
| | Den Satellite Network Private Limited | 171.32 | - | - | - | - | 171.32 |
| | | (127.80) | (-) | (-) | (-) | (-) | (127.80) |
| | Others | 765.97 | 75.50 | 1.21 | - | - | 842.68 |
| | | (636.25) | (64.33) | (1.82) | (-) | (-) | (702.40) |
| | Total | 937.29 | 75.50 | 1.21 | - | - | 1,014.00 |
| | | (764.05) | (64.33) | (1.82) | (-) | (-) | (830.20) |
| ix. | Advance recoverable | | | | | | |
| | Den Mewar Rajdev Cable Network Private Limited | 22.70 | - | - | - | - | 22.70 |
| | | (0.03) | (-) | (-) | (-) | (-) | (0.03) |
| | Den Infoking Channel Entertainers Private Limited | 1.06 | - | - | - | - | 1.06 |
| | | (9.40) | (-) | (-) | (-) | (-) | (9.40) |
| | Others | 138.94 | 18.18 | 2.57 | 0.02 | - | 159.71 |
| | | (49.11) | (5.90) | (0.01) | (-) | (-) | (55.02) |
| | Total | 162.70 | 18.18 | 2.57 | 0.02 | - | 183.47 |
| | | (58.54) | (5.90) | (0.01) | (-) | (-) | (64.45) |
| x. | Loans to subsidiaries | | | | | | |
| | Shine Cable Network Private Limited | 189.80 | - | - | - | - | 189.80 |
| | | (170.70) | (-) | (-) | (-) | (-) | (170.70) |
| | Den Futuristic Cable Networks Private Limited | 75.00 | - | - | - | - | 75.00 |
| | | (76.71) | (-) | (-) | (-) | (-) | (76.71) |
| | Den Soccer Private Limited | - | 334.85 | - | - | - | 334.85 |
| | | (-) | (61.01) | (-) | (-) | (-) | (61.01) |
| | Others | 37.75 | 13.11 | - | - | - | 50.86 |
| | | (74.63) | (13.11) | (-) | (-) | (-) | (87.74) |
| | Total | 302.55 | 347.96 | - | - | - | 650.51 |
| | | (322.04) | (74.12) | (-) | (-) | (-) | (396.16) |
| xi. | Share application money paid pending allotment | | | | | | |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-------|--|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|-------------|
| | Den Ambey Cable Networks Private Limited | 11.21 | - | - | - | - | 11.21 |
| | | (0.85) | (-) | (-) | (-) | (-) | (0.85) |
| | Gemini Cable Network Private Limited | - | - | - | - | - | - |
| | | (35.00) | (-) | (-) | (-) | (-) | (35.00) |
| | Crystal Vision Media Private Limited | - | - | - | - | - | - |
| | | (8.54) | (-) | (-) | (-) | (-) | (8.54) |
| | Skynet Cable Network Private Limited | - | - | - | - | - | - |
| | | (-) | (8.05) | (-) | (-) | (-) | (8.05) |
| | Den Mewar Rajdev Cable Network Private Limited | - | - | - | - | - | - |
| | | (8.00) | (-) | (-) | (-) | (-) | (8.00) |
| | Others | - | - | - | - | - | - |
| | | (0.06) | (-) | (-) | (-) | (-) | (0.06) |
| | Total | 11.21 | - | - | - | - | 11.21 |
| | | (52.45) | (8.05) | (-) | (-) | (-) | (60.50) |
| xii. | Prepaid expenses | | | | | | |
| | Den Rajkot City Communication Private Limited | - | - | - | - | - | - |
| | | (0.03) | (-) | (-) | (-) | (-) | (0.03) |
| | Den Satellite Network Private Limited | - | - | - | - | - | - |
| | | (0.06) | (-) | (-) | (-) | (-) | (0.06) |
| | Den-Manoranjn Satellite Private Limited | - | - | - | - | - | - |
| | | (0.03) | (-) | (-) | (-) | (-) | (0.03) |
| | Den Discovery Digital Networks Private Limited | - | - | - | - | - | - |
| | | (0.03) | (-) | (-) | (-) | (-) | (0.03) |
| | Others | - | - | - | - | - | - |
| | | (-) | (0.04) | (-) | (-) | (-) | (0.04) |
| | Total | - | - | - | - | - | - |
| | | (0.15) | (0.04) | (-) | (-) | (-) | (0.19) |
| xiii. | Unbilled revenue | | | | | | |
| | Den Ambey Cable Networks Private Limited | 19.36 | - | - | - | - | 19.36 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Satellite Network Private Limited | 13.93 | - | - | - | - | 13.93 |
| | | (7.15) | (-) | (-) | (-) | (-) | (7.15) |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|------|---|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|---------------|
| | Den Rajkot City Communication Private Limited | 14.57 | - | - | - | - | 14.57 |
| | | (3.79) | (-) | (-) | (-) | (-) | (3.79) |
| | Libra Cable Network Private Limited | 13.55 | - | - | - | - | 13.55 |
| | | (-) | (-) | (-) | (-) | (-) | (-) |
| | Den Discovery Digital Networks Private Limited | 5.70 | - | - | - | - | 5.70 |
| | | (3.34) | (-) | (-) | (-) | (-) | (3.34) |
| | Den Premium Multilink Cable Network Private Limited | 3.06 | - | - | - | - | 3.06 |
| | | (2.64) | (-) | (-) | (-) | (-) | (2.64) |
| | Den-Manoranjan Satellite Private Limited | 4.90 | - | - | - | - | 4.90 |
| | | (2.37) | (-) | (-) | (-) | (-) | (2.37) |
| | Others | 17.55 | 10.09 | - | - | - | 27.64 |
| | | (1.57) | (-) | (-) | (-) | (-) | (1.57) |
| | Total | 92.62 | 10.09 | - | - | - | 102.71 |
| | | (20.86) | (-) | (-) | (-) | (-) | (20.86) |
| xiv. | Interest accrued on others | | | | | | |
| | Meerut Cable Network Private Limited | 23.66 | - | - | - | - | 23.66 |
| | | (23.66) | (-) | (-) | (-) | (-) | (23.66) |
| | Den Futuristic Cable Networks Private Limited | 17.44 | - | - | - | - | 17.44 |
| | | (10.90) | (-) | (-) | (-) | (-) | (10.90) |
| | Den Soccer Private Limited | - | 17.43 | - | - | - | 17.43 |
| | | (-) | (20.74) | (-) | (-) | (-) | (20.74) |
| | Shine Cable Network Private Limited | 26.33 | - | - | - | - | 26.33 |
| | | (29.11) | (-) | (-) | (-) | (-) | (29.11) |
| | Others | 29.81 | 7.81 | 0.76 | - | - | 38.38 |
| | | (48.40) | (6.21) | (-) | (-) | (-) | (54.61) |
| | Total | 97.24 | 25.24 | 0.76 | - | - | 123.24 |
| | | (112.07) | (26.95) | (-) | (-) | (-) | (139.02) |
| xv. | Receivable on sale of fixed assets | | | | | | |
| | Den Ambey Cable Networks Private Limited | 94.44 | - | - | - | - | 94.44 |
| | | (89.72) | (-) | (-) | (-) | (-) | (89.72) |
| | Srishti Den Networks Private Limited | - | 69.66 | - | - | - | 69.66 |

| | Particulars | Subsidiaries held directly | Subsidiaries held indirectly | Jointly controlled entities | Entities under significant influence | Key management personnel | Grand total |
|-------|--|----------------------------|------------------------------|-----------------------------|--------------------------------------|--------------------------|---------------|
| | | (-) | (77.48) | (-) | (-) | (-) | (77.48) |
| | Mansion Cable Network Private Limited | 19.16 | - | - | - | - | 19.16 |
| | | (197.35) | (-) | (-) | (-) | (-) | (197.35) |
| | Den Satellite Network Private Limited | 44.30 | - | - | - | - | 44.30 |
| | | (117.19) | (-) | (-) | (-) | (-) | (117.19) |
| | Others | 144.25 | 0.01 | - | - | - | 144.26 |
| | | (310.94) | (3.09) | (-) | (-) | (-) | (314.03) |
| | Total | 302.15 | 69.67 | - | - | - | 371.82 |
| | | (715.20) | (80.57) | (-) | (-) | (-) | (795.77) |
| xvi. | Guarantee given by the Company for a term loan taken from bank by a subsidiary Company outstanding as at the end of the year amounting to Rs. 250.00 million [Previous year Rs. 250.00 million]. | | | | | | |
| xvii. | Term loan of Rs. 184.88 million (Previous year Rs. 369.88 million) taken from Syndicate Bank is guaranteed by Mr. Sameer Manchanda, Chairman and Managing Director of the Company. | | | | | | |
| | Figures in bracket relates to previous year. | | | | | | |

30. DEFERRED TAX

- Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing tax laws.
- Break up of deferred tax assets/ liabilities and reconciliation of current year's deferred tax charge is as follows:

(Rs. in million)

| Particulars | Opening balance | Credited/ (charged) to Statement of Profit and Loss | Closing balance |
|---|-----------------|---|-----------------|
| Deferred tax liability | | | |
| Depreciation on difference between book balance and tax balance of fixed assets | (89.74) | 1.27 | (88.47) |
| Total | (89.74) | 1.27 | (88.47) |
| Deferred tax assets | | | |
| Provision for compensated absences and gratuity | 21.48 | 3.62 | 25.10 |
| Provision for doubtful debts/ advances/ impairment | 114.22 | 50.60 | 164.82 |
| Share issue expenses | 75.99 | (19.00) | 56.99 |
| Others | 58.70 | - | 58.70 |
| Total | 270.39 | 35.22 | 305.61 |
| Net deferred tax assets | 180.65 | 36.49 | 217.14 |

31. OPERATING LEASE

The Company has taken office premises and accommodation for its employee under cancellable operating lease agreements. The lease rental expenses recognised in the Statement of Profit and Loss for the year is Rs. 141.26 million (Previous year Rs. 110.68 million).

32. FINANCE LEASE AS LESSEE

The Company has entered into finance lease arrangements for certain equipment which provide the Company an option to purchase the assets at the end of the lease period.

Future minimum lease payments and reconciliation of gross investment in the lease and present value of minimum lease payments

(Rs. in million)

| Particulars | As at 31 st March, 2015 | As at 31 st March, 2014 |
|---|---------------------------------------|---------------------------------------|
| Future minimum lease payments: | | |
| • Not later than one year | 630.66 | 1,055.55 |
| • Later than one year and not later than five years | 1,135.69 | 2,182.06 |
| • Later than five years | - | - |
| | 1,766.35 | 3,237.61 |
| Less : Unmatured finance charges | 182.46 | 417.10 |
| | 1,583.89 | 2,820.51 |
| Present value of minimum lease payments payable: | | |
| • Not later than one year | 529.54 | 847.06 |
| • Later than one year and not later than five Years | 1,054.35 | 1,973.45 |
| • Later than five years | - | - |
| | 1,583.89 | 2,820.51 |

33. FINANCE LEASE AS LESSOR

The Company has entered into finance lease arrangements for certain equipment which provide the Company an option to sell the assets at the end of the lease period.

Future minimum lease payments and reconciliation of gross investment in the lease and present value of minimum lease payments.

(Rs. in million)

| Particulars | As at 31 st March, 2015 | As at 31 st March, 2014 |
|--|---------------------------------------|---------------------------------------|
| Future minimum lease payments: | | |
| • Not later than one year | 474.22 | 267.64 |
| • Later than one year and not later than five years | 241.61 | 789.52 |
| • Later than five years | - | - |
| | 715.83 | 1,057.16 |
| Less : Unearned finance income | 44.75 | 121.75 |
| | 671.08 | 935.41 |
| Present value of minimum lease payments receivable: | | |
| • Not later than one year | 443.30 | 200.43 |
| • Later than one year and not later than five years | 227.78 | 734.98 |
| • Later than five years | - | - |
| | 671.08 | 935.41 |

34. DISCLOSURES AS PER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

As per information available with the management, the balance due to enterprises covered under the MSMED Act, 2006 is Rs. Nil (Previous year Rs. Nil) and no interest has been paid or is payable under the terms of the MSMED Act, 2006. This has been relied upon by the auditors.

35. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 15 (REVISED 2005) ON 'EMPLOYEE BENEFITS'

A. Defined contribution plans

The Company makes contribution toward the following defined contribution plans for qualifying employees:

- a. Employees' Provident Fund (EPF)

b. Employees' State Insurance (ESI)

During the year the Company has recognised the following amounts in the Statement of Profit and Loss:

| Particulars | (Rs. in million) | |
|-----------------------------------|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| a. Employer's contribution to EPF | 26.53 | 22.73 |
| b. Employer's contribution to ESI | 0.83 | 0.96 |

The contribution payable by the Company is at the rates specified in the rules to the plans.

B. Defined benefit plan**Gratuity plan**

Gratuity liability arises on retirement, withdrawal, resignation, and death of an employee. The aforesaid liability is calculated on the basis of 15 days salary (i.e. last drawn salary plus dearness allowance) for each completed year of service or part thereof in excess of 6 months, subject to a maximum of Rs. 1,000,000. Vesting occurs upon completion of 5 years of service.

The present value of the defined benefit obligation and the related current service cost are measured using the Projected Unit Credit method with actuarial valuations being carried out at each balance sheet date.

The following tables set out the status of the gratuity plan (which is unfunded) and amounts recognised in the Company's financial statements as at 31st March, 2015.

i. Change in benefit obligations:

| Particulars | (Rs. in million) | |
|---|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Present value of obligations at the beginning of the year | 35.50 | 27.39 |
| Current service cost | 7.84 | 6.98 |
| Interest cost | 2.96 | 2.44 |
| Actuarial (gain)/loss on obligation | (0.91) | 0.28 |
| Benefits paid | (2.73) | (1.59) |
| Present value of obligations at the year end | 42.66 | 35.50 |

ii. Expenses recognised in the Statement of Profit and Loss:

| Particulars | (Rs. in million) | |
|-------------------------------------|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Current service cost | 7.84 | 6.98 |
| Interest cost | 2.96 | 2.44 |
| Actuarial (gain)/loss on obligation | (0.91) | 0.28 |
| Net cost | 9.89 | 9.70 |

iii. Principal actuarial assumptions:**(A) Economic assumptions**

| Particulars | See note below | Year ended 31.03.2015 | Year ended 31.03.2014 |
|---|----------------|--------------------------|--------------------------|
| a. Discount rate (per annum) | 1 | 8.00% | 8.00% |
| b. Estimated salary escalation rate (per annum) | 2 | 8.00% | 8.00% |

(B) Demographic Assumptions

| | | |
|---------------------------|----------------|----------------|
| a. Retirement age (years) | 58 | 58 |
| b. Mortality Table | IALM (2006 08) | IALM (2006 08) |
| c. Withdrawal rates | In % | In % |
| Upto 30 years | 3.00 | 3.00 |

| | | |
|---------------------------|------|------|
| From 31 years to 44 years | 2.00 | 2.00 |
| Above 44 years | 1.00 | 1.00 |

iv. Experience adjustment:

(Rs. in million)

| Particulars | Year ended 31.03.2015 | Year ended 31.03.2014 | Year ended 31.03.2013 | Year ended 31.03.2012 | Year ended 31.03.2011 |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| On plan liabilities | 0.91 | (0.28) | 0.74 | 1.57 | 1.41 |
| Present value of benefit obligation | 42.66 | 35.50 | 27.39 | 20.38 | 13.99 |

The expected contribution is based on the same assumptions used to measure the Company’s gratuity obligations as of 31st March, 2015. The Company is expected to contribute Rs. 15.44 million to gratuity funds for the year ending 31st March, 2016.

Notes:

1. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
2. The salary growth rate takes account of inflation, seniority, promotion and other relevant factors on a long term basis.

36. AT THE YEAR END, UNHEDGED FOREIGN CURRENCY EXPOSURES ARE AS FOLLOWS:

(Rs. in million)

| Particulars | As at 31 st March, 2015 | | As at 31 st March, 2014 | |
|--------------------------------------|------------------------------------|--------|------------------------------------|--------|
| | In INR | In USD | In INR | In USD |
| Payables on purchase of fixed assets | 285.78 | 4.56 | 165.00 | 2.75 |
| Buyer's credit on imports | 3,222.44 | 51.48 | 2,942.90 | 48.97 |

37. EMPLOYEE STOCK OPTION PLAN 2010 (“ESOP 2010”)

- a. The Company had established an Employee Stock Option Plan (ESOP 2010) in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, which have been approved by the Board of Directors and the shareholders. A Nomination and Remuneration / Compensation Committee comprising majority of independent, non-executive members of the Board of Directors administers the ESOPs. All option under the ESOPs are exercisable for equity shares. The Company had taken approval of the Shareholders to grant and allot up-to 5,219,599 equity options under the said scheme. During the year, the Company has granted 1,680,000 equity options to eligible employees of the Company and directors of the subsidiary companies.
- b. There shall be a minimum period of one year between the grant of options and vesting of options. The vesting period may extend up to three years. The vesting shall happen in one or more tranches as may be decided by the Nomination and Remuneration / Compensation Committee. The exercise period of the options is a period of one year after the vesting of the options. Each option is exercisable for one equity share of Rs. 10 each fully paid up on payment of exercise price (as determined by the Nomination and Remuneration / Compensation Committee) of share determined with respect to the date of grant. The Company has granted 4,756,195 options up to 31st March, 2015. During the year, 450,000 options were surrendered/forfeited.
- c. The movement in the scheme is set out as under:

| Particulars | ESOP 2010 | | ESOP 2010 | |
|---|---------------------|------------------------------|---------------------|------------------------------|
| | Year ended 31.03.15 | | Year ended 31.03.14 | |
| | Option (Numbers) | Weighted Average Price (Rs.) | Option (Numbers) | Weighted Average Price (Rs.) |
| a. Outstanding at the beginning of the year | 450,000 | 30.00 | 1,252,776 | 30.00 |
| b. Granted during the year | 1,680,000 | 160.00 | - | - |
| c. Exercised during the year | - | - | 794,845 | 30.00 |

| | | | | | |
|----|---|-----------|--------|---------|-------|
| d. | Vested during the year | - | - | - | - |
| e. | Surrendered/ forfeited during the year | 450,000 | 30.00 | 7,931 | 30.00 |
| f. | Expired during the year | - | - | - | - |
| g. | Outstanding at the end of the year | 1,680,000 | 160.00 | 450,000 | 30.00 |
| h. | Exercisable at the end of the year | 504,000 | 160.00 | 450,000 | 30.00 |
| i. | Number of equity shares of Rs. 10 each fully paid up during the year to be issued on exercise of option | 504,000 | 160.00 | 450,000 | 30.00 |
| j. | Weighted average share price at the date of exercise | NA | NA | 179.16 | NA |
| k. | Range of exercise price for options outstanding at the end of the year | NA | NA | NA | NA |
| l. | Weighted average remaining contractual life (years) | - | NA | - | NA |

d. Proforma Accounting for Stock Option Grants

The Company applies the intrinsic value-based method of accounting for determining compensation cost for its stock-based compensation plan. Had the compensation cost been determined using the fair value approach the Company's net income and basic and diluted earnings per share as reported would have reduced to the pro forma amounts as indicated:

| Particulars | Year ended 31.03.2015 | Year ended 31.03.2014 |
|--|--------------------------|--------------------------|
| Net Profit/ (Loss) as reported (Rs. in million) (a) | (1,108.07) | 51.65 |
| Add: Stock based employee compensation expense debited to Statement of Profit and Loss (i) | - | - |
| Less: Stock based employee compensation expense based on fair value (ii) | - | - |
| Difference between (i) and (ii) | - | - |
| Adjusted pro forma Profit/(Loss) (Rs. in million) (b) | (1,108.07) | 51.65 |
| Difference between (a) and (b) | - | - |
| Basic earnings per share as reported (in Rs.) | (6.22) | 0.32 |
| Pro forma basic earnings per share (in Rs.) | (6.22) | 0.32 |
| Diluted earnings per share as reported (in Rs.) | (6.22) | 0.32 |
| Pro forma diluted earnings per share (in Rs.) | (6.22) | 0.32 |

e. The fair value of the options, calculated by an external valuer, was estimated on the date of grant using the Black-Scholes model with the following significant assumptions

| Particulars | 1,480,000 Options (Vesting Period -4 Years) | | | | 200,000 Options (Vesting Period -4 Years) | | | |
|---------------------------------|--|-------------|-------------|-------------|--|-------------|-------------|-------------|
| | 1st Year | 2nd Year | 3rd Year | 4th Year | 1st Year | 2nd Year | 3rd Year | 4th Year |
| Risk free interest rates (in %) | 7.93% | 7.88% | 7.85% | 7.81% | 8.05% | 7.99% | 7.94% | 7.90% |
| Expected life (in years) | 1.50 | 2.50 | 3.50 | 4.50 | 1.50 | 2.50 | 3.50 | 4.50 |
| Volatility (in %) | 48.00% | 48.00% | 48.00% | 48.00% | 48.09% | 48.09% | 48.09% | 48.09% |
| Dividend yield (in %) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

The volatility of the options is based on the historical volatility of the share price since the Company's equity shares are publicly traded, which may be shorter than the term of the options.

- f. Details of weighted average exercise price and fair value of the stock options granted at price below market price

| Particulars | Year ended 31 st March, 2015 | Year ended 31 st March, 2014 |
|--|--|--|
| Total options granted (in numbers) | 4,756,195 | 3,534,126 |
| Weighted average exercise price (in Rs.) | 75.91 | 30.00 |
| Weighted average fair value (in Rs.) | 32.90 | 62.74 |

* Includes 1,680,000 equity options granted during the year.

Employee Stock Option Plan 2014 (“ESOP 2014”)

- a. In the extraordinary general meeting held on 05 January, 2015 the Shareholders through Postal Ballot approved the issue of 8,909,990 options (5% of issued capital) under the Scheme titled “DEN ESOP Plan A-2014 (ESOP A) and DEN ESOP Plan B- 2014” (ESOP B) in accordance with the Securities and Exchange Board of India (Share Bared Employee Benefits) Regulations 2014.

The ESOP A and B allows the issue of options to employees of the Company. Each option comprises one underlying equity share.

As per the Scheme, the Nomination and Remuneration / Compensation Committee grants the options to the eligible employees. The exercise price of each option shall be such as may be decided by the Nomination and Remuneration / Compensation Committee. The options granted vest over a period of 4 years from the date of the grant in proportions as may be decided by the Nomination and Remuneration/ Compensation Committee. Options may be exercised within 1 year from the date of vesting.

- b. The ESOP scheme titled “DEN ESOP Plan A -2014” (ESOPA) was approved by the shareholders through postal ballot on 05 January, 2015. 4,454,995 options are covered under the Scheme for 4,454,995 shares.

During the current year, the Nomination and Remuneration / Compensation Committee has not granted options under the said scheme.

- c. The ESOP scheme titled “DEN ESOP Plan B- 2014 was approved by the shareholders through postal ballot on 05 January, 2015. 4,454,995 options are covered under the Scheme for 4,454,995 equity shares.

The Nomination and Remuneration / Compensation Committee of the Company, had granted 4,450,000 options under this Scheme to eligible employees. The shares covered by such options were 4,450,000 equity shares.

The vesting period of these options range over a period of 4 years. The options may be exercised within a period of 1 year from the date of vesting.

- d. Employee stock options details as on the balance sheet date are as follows:

| Particulars | During the year ended 31 st March, 2015 | |
|--|---|---|
| | Options (Numbers) | Weighted average exercise price per option (Rs.) |
| Option outstanding at the beginning of the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Granted during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | 4,450,000 | 160.00 |
| Vested during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Exercised during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Lapsed during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Options outstanding at the end of the year: | | |
| - ESOP A | Nil | Nil |

| | | |
|--|-----------|--------|
| - ESOP B | 4,450,000 | 160.00 |
| Options available for grant: | | |
| - ESOP A | 4,454,995 | 160.00 |
| - ESOP B | 4,995 | 160.00 |
| The weighted average share price at the date of exercise for stock options exercised during the year | NA | NA |
| Range of exercise price for options outstanding at the end of the year | NA | NA |
| Weighted average remaining contractual life | NA | NA |

- e. The impact on Earnings per Share if the 'fair value' of the options (on the date of the grant) were considered instead of the 'intrinsic value' is as under:

| Particulars | Year ended 31 st March, 2015 |
|---|--|
| Net Profit/ (Loss) as reported (Rs. in million) (a) | (1,108.07) |
| Add / (Less): stock based employee compensation (intrinsic value) | - |
| Add / (Less): stock based compensation expenses determined under fair value method for the grants issued (See note (f) below) | - |
| Net Profit / (Loss) (proforma) (Rs. in million) (b) | (1,108.07) |
| Difference between (a) and (b) | - |
| Basic earnings per share (as reported) (in Rs.) | (6.22) |
| Basic earnings per share (proforma) (in Rs.) | (6.22) |
| Diluted earnings per share (as reported) (in Rs.) | (6.22) |
| Diluted earnings per share (proforma) (in Rs.) | (6.22) |

- f. The fair value of the options has been determined on the date of grant under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

| Grant Date: 16 January, 2015 | | | | |
|--------------------------------------|-----------------|-----------------|-----------------|-----------------|
| Assumptions | 840,000 Options | 700,000 Options | 700,000 Options | 560,000 Options |
| Risk Free Interest Rate | 7.79% | 7.78% | 7.77% | 7.76% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 47.65% | 47.65% | 47.65% | 47.65% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |
| Grant Date: 2 February, 2015 | | | | |
| Assumptions | 240,000 Options | 200,000 Options | 200,000 Options | 160,000 Options |
| Risk Free Interest Rate | 7.69% | 7.69% | 7.69% | 7.70% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 47.39% | 47.39% | 47.39% | 47.39% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |
| Grant Date: 10 February, 2015 | | | | |
| Assumptions | 240,000 Options | 200,000 Options | 200,000 Options | 160,000 Options |
| Risk Free Interest Rate | 7.85% | 7.83% | 7.80% | 7.78% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 47.70% | 47.70% | 47.70% | 47.70% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |
| Grant Date: 13 February, 2015 | | | | |
| Assumptions | 15,000 Options | 12,500 Options | 12,500 Options | 10,000 Options |
| Risk Free Interest Rate | 7.93% | 7.88% | 7.85% | 7.81% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 48.00% | 48.00% | 48.00% | 48.00% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |

g. Details of weighted average exercise price and fair value of the stock options granted at price below market price

| Particulars | Year ended 31 st March, 2015 |
|--|--|
| Total options granted | 4,450,000 |
| Weighted average exercise price (in Rs.) | 160.00 |
| Weighted average fair value (in Rs.) | 32.90 |

38. ADDITIONAL INFORMATION REQUIRED TO BE GIVEN PURSUANT TO PART II OF SCHEDULE III OF THE COMPANIES ACT, 2013

a. Expenditure in foreign currency

(Rs. in million)

| Particulars | Year ended 31 st March, 2015 | Year ended 31 st March, 2014 |
|---|--|--|
| Repairs and maintenance (Others) | 22.91 | 23.29 |
| Travelling and conveyance | 0.72 | 0.82 |
| Consultancy, professional and legal charges | 10.05 | 5.76 |
| Director's sitting fees | 0.20 | - |
| Salaries and allowances | 2.00 | - |
| Miscellaneous expenses | 0.19 | - |
| Total | 36.07 | 29.87 |

b. Value of imports (calculated on a CIF basis)

(Rs. in million)

| Particulars | Year ended 31 st March, 2015 | Year ended 31 st March, 2014 |
|---------------|--|--|
| Capital goods | 1,587.17 | 3,382.64 |

c. Earnings in foreign exchange

(Rs. in million)

| Particulars | Year ended 31 st March, 2015 | Year ended 31 st March, 2014 |
|---|--|--|
| Export of goods calculated on FOB basis | 0.43 | - |

39. DURING THE YEAR 2013-14, THE COMPANY HAD ISSUED AND ALLOTTED 44,175,705 EQUITY SHARES AGGREGATING TO RS. 9,608.22 MILLION AS FOLLOWS

| | Particulars | Amount (Rs. in million) |
|----|---|----------------------------|
| a. | 12,466,321 equity shares by way of Qualified Institutional Placement (QIP) under chapter VIII of SEBI (ICDR) Regulation, 2009 | 2,711.43 |
| b. | 31,709,384 equity shares by way of a Preferential Issue under Chapter VII of SEBI (ICDR) Regulation, 2009 | 6,896.79 |
| | Total | 9,608.22 |

The utilisation details of the above proceeds are as follows:

| | Particulars | Amount (Rs. in million) |
|----|---|----------------------------|
| a. | Amount used for issue expense | 279.49 |
| b. | Invest in capex for digitization, broadband and other infrastructure and services | 2,397.12 |
| c. | Balance amount invested in fixed deposits and mutual funds | 6,931.61 |
| | Total | 9,608.22 |

40. EARNINGS PER EQUITY SHARE (EPS)

| | Particulars | Year ended 31.03.2015 | Year ended 31.03.2014 |
|----|---|--------------------------|--------------------------|
| a. | Net Profit / (loss) attributable to equity shareholders (Rs. in million) | (1,108.07) | 51.65 |
| b. | Weighted average number of equity shares outstanding used in computation of basic EPS | 178,199,806 | 161,317,159 |
| c. | Basic Earnings/ (Loss) per equity share of Rs. 10 each (in Rs.) | (6.22) | 0.32 |
| d. | Weighted average number of equity shares and equity equivalent shares outstanding used in computing diluted EPS | 178,199,806 | 161,317,159 |
| e. | Diluted Earnings/ (Loss) per equity share of Rs. 10 each (in Rs.) | (6.22) | 0.32 |

*There are no potential equity shares as at 31st March, 2015.

41. INTEREST IN JOINTLY CONTROLLED ENTITIES

The Company has 50% interest in the assets, liabilities, expense and income of Star Den Media Services Private Limited (Star Den), incorporated in India, which is involved in the business of distribution of television channels. Further, interest of Star Den in Media Pro Enterprise India Private Limited (Media Pro) is 50% resulting in 25% interest of the Company in Media Pro. The Company also has 50% interest in the assets, liabilities, expense and income of Macro Commerce Private Limited (Macro), incorporated in India, which is a TV Commerce Shop – A 24 Hour Home Shopping Channel.

The Company's share in assets, liabilities, income and expense of the jointly controlled entities, based on the audited financial statements for the year ended 31st March, 2015 is as follows:

| | Particulars | Star Den | Media Pro | Macro | Total |
|----|---------------------------------------|----------------|-------------------|----------------|-------------------|
| a. | Current assets | 222.89 | 76.26 | 54.14 | 353.29 |
| | | <i>236.60</i> | <i>1,279.17</i> | - | <i>1,515.77</i> |
| b. | Non-current assets | 180.95 | 424.47 | 6.90 | 612.32 |
| | | <i>176.83</i> | <i>408.61</i> | - | <i>585.44</i> |
| c. | Current liabilities | (13.35) | (452.73) | (57.45) | (523.53) |
| | | <i>(38.59)</i> | <i>(1,658.93)</i> | - | <i>(1,697.52)</i> |
| d. | Equity | (25.00) | (12.50) | (50.00) | (87.50) |
| | | <i>(25.00)</i> | <i>(12.50)</i> | - | <i>(37.50)</i> |
| e. | Revenue | 85.76 | 140.63 | 15.88 | 242.27 |
| | | <i>157.23</i> | <i>438.06</i> | - | <i>595.29</i> |
| f. | Cost of Distribution Rights | - | - | - | - |
| | | <i>(2.97)</i> | - | - | <i>(2.97)</i> |
| g. | Employee benefits expense | (34.13) | (20.64) | (7.63) | (62.40) |
| | | <i>(38.22)</i> | <i>(136.55)</i> | - | <i>(174.77)</i> |
| h. | Depreciation and amortization expense | (0.27) | (0.78) | (0.41) | (1.46) |
| | | <i>(0.63)</i> | <i>(3.85)</i> | - | <i>(4.48)</i> |
| i. | Other expenses | (34.89) | (98.73) | (54.46) | (188.08) |
| | | <i>(57.78)</i> | <i>(257.71)</i> | - | <i>(315.49)</i> |
| j. | Profit before tax | 16.47 | 20.48 | (46.62) | (9.67) |
| | | <i>57.63</i> | <i>39.95</i> | - | <i>97.58</i> |
| k. | Tax expenses | (0.83) | (1.32) | - | (2.15) |
| | | <i>(60.75)</i> | <i>(46.81)</i> | - | <i>(107.56)</i> |
| l. | Profit for the year after tax | 15.64 | 19.16 | (46.62) | (11.82) |
| | | <i>(3.12)</i> | <i>(6.86)</i> | - | <i>(9.98)</i> |

Note: Amount in italics represent previous year's figures.

There are no commitments of the jointly controlled entities. Media Pro has given bank guarantee amounting to Rs. 32.70 million in favour of The Registrar, Supreme Court of India against a matter. The Company's share of this contingent liability as at 31st March, 2015 amounts to Rs. 8.17 million.

42. The Company has total investments of Rs. 5,783.48 million in subsidiary companies and joint venture companies. Of these, the Company has investment of Rs. 660.29 million and has balances of loans/advances of Rs. 21.47 million in various subsidiary companies whose Net Worth as at 31st March, 2015 has fully/substantially eroded. Of these, companies with investments aggregating to Rs. 313.74 million and with balances of loans/advances of Rs. 5.26 million, whose net worth is fully/substantially eroded have earned profits for the year ended 31st March, 2015. The management of the Company expects that these subsidiary companies will have positive cash flows to adequately sustain its operations in the foreseeable future. Having regard to the long term investment and strategic involvement no provision for diminution of these investments has been considered necessary (Also see note 13).
43. Pursuant to TRAI notification, Digital Addressable System (DAS) was implemented in metropolitan cities of the country in phase I with effect from 1 November, 2012 and in 38 other cities in phase II with effect from 1 April, 2013. The Company is in the process of finalising the subscription fee to be billed to subscribers. Pending finalisation of such subscription fees, the Company has recognised subscription income on best estimates based on market trends and negotiations with distributors/ local cable operators. Based on its review of such estimates on a regular basis management is of the view that any change arising in the subscription fee once finalised will not have significant impact on the revenue of the Company for the current year and previous year.
44. During the year, with effect from 1 April, 2014, the Company has revised the estimated useful lives of certain assets based on a technical study and evaluation of the useful life of the assets conducted in this regard and management's assessment thereof. The details of previously applied depreciation rates and useful life and revised useful life are as follows:

| Asset | Previous depreciation rate and useful life | Revised useful life based on SLM |
|------------------|--|----------------------------------|
| Computers | 16.67% / ~6 years | 33.33% / ~3 years |
| Office Equipment | 10% / ~10 years | 20% / ~5 years |

Consequent to the change arising from the assessment of the useful lives of certain assets as above:

- i. The Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 1 April, 2014, and has adjusted an amount of Rs 12.03 million against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus.
 - ii. As a result the net depreciation charge for the year is higher by Rs 4.17 million.
45. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

In terms of our report attached
 For **DELOITTE HASKINS & SELLS**
 Chartered Accountants
 (Firm's registration no. 015125N)

For and on behalf of the Board of Directors

JITENDRA AGARWAL
 Partner
 (Membership No. 87104)

New Delhi
 11 May, 2015

SAMEER MANCHANDA
 Chairman Managing Director
 DIN: 00015459

MANISH DAWAR
 Group Chief Financial Officer

New Delhi
 11 May, 2015

AJAYA CHAND
 Director
 DIN: 02334456

JATIN MAHAJAN
 Company Secretary
 FCS-6887

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES**(In Rs.)**

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|-------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 1 | Den Entertainment Network Private Limited | 97,372,000 | 298,596,298 | 396,225,294 | 256,996 | - | 10,513,187 | 9,122,249 | 2,820,000 | 6,302,249 | |
| 2 | Den Digital Entertainment Gujarat Private Limited | 10,000,000 | 134,658,544 | 176,069,174 | 31,410,630 | - | 7,113,895 | 379,014 | - | 379,014 | |
| 3 | Aster Entertainment Private Limited | 5,900,000 | 134,742,670 | 141,568,791 | 926,121 | - | 5,034,073 | 83,748 | - | 83,748 | |
| 4 | Shine Cable Network Private Limited | 2,500,000 | 5,967,355 | 227,420,914 | 218,953,559 | - | 28,251,666 | 76,627 | 24,163 | 52,464 | |
| 5 | DEN Krishna Cable TV Network Private Limited | 958,550 | 65,016,578 | 99,010,177 | 33,035,049 | - | 81,868,901 | 5,913,747 | 1,832,706 | 4,081,041 | |
| 6 | Den Mahendra Satellite Private Limited | 555,000 | (120,910) | 4,180,979 | 3,746,889 | - | 3,969,378 | 2,320,971 | 528,468 | 1,792,503 | |
| 7 | DEN Pawan Cable Network Private Limited | 683,380 | 42,653,725 | 81,275,770 | 37,938,665 | - | 62,486,625 | 1,887,632 | 610,250 | 1,277,382 | |
| 8 | DEN Harsh Mann Cable Network Private Limited | 540,500 | 865,528 | 8,766,718 | 7,360,690 | - | 9,126,417 | 2,889,791 | 804,966 | 2,084,825 | |
| 9 | Den Classic Cable TV Services Private Limited | 582,100 | (682,366) | 10,678,471 | 10,778,737 | - | 3,042,138 | (2,023,485) | (410,346) | (1,613,139) | |
| 10 | Den Montooshah Network Private Limited | 512,090 | 3,490,048 | 5,439,709 | 1,437,571 | - | 4,854,076 | (1,362,462) | (57,660) | (1,304,802) | |
| 11 | Den Bindra Network Private Limited | 526,290 | (150,012) | 2,656,650 | 2,280,372 | - | 2,094,898 | (261,658) | (8,097) | (253,561) | |
| 12 | Den Ashu Cable Private Limited | 876,520 | 19,894,750 | 58,066,130 | 37,294,861 | - | 48,318,048 | 2,392,827 | 761,426 | 1,631,401 | |
| 13 | Den Nanak Communication Private Limited | 608,750 | (4,440,539) | 921,987 | 4,753,776 | - | 1,828,692 | 1,628,356 | - | 1,628,356 | |
| 14 | Den Futuristic Cable Networks Private Limited | 11,600,280 | 69,889,489 | 176,933,151 | 95,443,382 | - | 1,103,327 | (11,350,021) | - | (11,350,021) | |
| 15 | Den Digital Cable Network Private Limited | 591,000 | 16,295,175 | 66,492,838 | 49,606,664 | - | 109,827,348 | 2,571,496 | 1,885,790 | 685,706 | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|--------------|--------------|-------------------|---|------------|------------------------------|------------------------|-----------------------------|-------------------|
| 16 | Den Saya Channel Network Private Limited | 2,500,000 | 19,761,939 | 49,699,657 | 27,437,718 | - | 78,811,722 | 10,306,040 | 5,170,423 | 5,135,617 | |
| 17 | Den Faction Communication System Private Limited | 577,500 | (23,261,786) | 17,649,871 | 40,334,157 | - | 24,171,364 | 5,963,427 | 6,584,917 | (621,490) | |
| 18 | Radiant Satellite (India) Private Limited | 1,500,000 | (1,034,164) | 70,228,233 | 69,762,397 | - | 73,626,506 | 8,706,994 | 2,824,521 | 5,882,473 | |
| 19 | Den Mewar Rajdev Cable Network Private Limited | 39,955,550 | (18,355,595) | 54,847,655 | 33,247,700 | - | 44,982,038 | (15,065,046) | (56,004) | (15,009,042) | |
| 20 | Den Radiant Satellite Cable Network Private Limited | 540,600 | 4,735,960 | 6,401,346 | 1,124,786 | - | 4,684,147 | 477,608 | 149,404 | 328,204 | |
| 21 | Den RIS Cable Network Private Limited | 2,699,200 | 680,920 | 4,523,320 | 1,143,200 | - | 209 | (30,565) | - | (30,565) | |
| 22 | Den Sky Media Network Private Limited | 13,376,000 | 220,143,382 | 247,588,053 | 14,068,674 | - | 67,173,002 | 36,548,605 | 26,483,385 | 10,065,220 | |
| 23 | Meerut Cable Network Private Limited | 26,000,000 | 19,072,219 | 158,591,385 | 113,519,166 | - | 24,629,729 | 160,021 | (17,734) | 177,755 | |
| 24 | DEN Crystal Vision Network Private Limited | 571,500 | 670,156 | 6,583,099 | 5,341,442 | - | 3,318,600 | 97,062 | 24,400 | 72,662 | |
| 25 | Den Mod Max Cable Network Private Limited | 515,650 | 2,668,282 | 12,587,230 | 9,403,298 | - | 10,439,479 | 3,048,557 | 1,044,401 | 2,004,156 | |
| 26 | DEN BCN Suncity Network Private Limited | 536,700 | 3,633,469 | 14,422,475 | 10,252,306 | - | 8,588,955 | 425,045 | 120,492 | 304,553 | |
| 27 | Den Pradeep Cable Network Private Limited | 2,572,500 | (2,172,100) | 8,133,202 | 7,732,801 | - | 11,653,194 | (2,398,468) | 18,642 | (2,417,110) | |
| 28 | Den Prince Network Private Limited | 536,960 | (3,493,306) | 3,413,770 | 6,370,116 | - | 8,659,279 | (1,453,158) | (76,129) | (1,377,029) | |
| 29 | Den Jai Ambey Vision Cable Network Private Limited | 502,400 | (911,037) | 4,201,646 | 4,610,283 | - | 11,357,774 | (431,610) | (122,626) | (308,984) | |
| 30 | DEN Varun Cable Network Private Limited | 1,282,670 | 10,642,347 | 19,716,298 | 7,791,281 | - | 40,794,814 | 6,090,214 | 1,882,355 | 4,207,859 | |
| 31 | DEN Aman Entertainment Private Limited | 598,600 | 8,036,651 | 12,466,729 | 3,831,478 | - | 17,205,802 | 7,577,912 | 1,515,170 | 6,062,742 | 3,322,000 |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|--|---------------|--------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 32 | Den Satellite Cable TV Network Private Limited | 613,050 | (10,717,176) | 8,089,736 | 18,193,862 | - | 19,308,196 | (7,883,477) | (279,079) | (7,604,398) | |
| 33 | Den F K Cable Tv Network Private Limited | 1,140,110 | 74,470,568 | 118,363,968 | 42,753,288 | - | 64,093,700 | 27,526,880 | 8,957,192 | 18,569,688 | |
| 34 | Den Budaun Cable Network Private Limited | 727,700 | 1,370,585 | 4,664,689 | 2,566,404 | - | 11,866,513 | 175,769 | 60,059 | 115,710 | |
| 35 | DEN Ambey Cable Networks Private Limited | 725,720 | 462,605,126 | 972,343,295 | 509,012,450 | - | 615,539,524 | 215,312,717 | 79,084,383 | 136,228,334 | |
| 36 | Den Ambey Citi Cable Network Private Limited | 500,000 | 3,179,433 | 6,873,413 | 3,193,980 | - | 12,818,559 | 1,882,088 | 585,103 | 1,296,985 | |
| 37 | Den Ambey Jhansi Cable Network Private Limited | 600,000 | 3,118,063 | 14,383,520 | 10,665,457 | - | 53,973,812 | 516,886 | 170,248 | 346,638 | |
| 38 | Den Ambey Farukabad Cable Network Private Limited | 500,000 | 7,337,760 | 16,800,411 | 8,962,651 | - | 32,576,321 | 640,339 | 228,711 | 411,628 | 4,500,000 |
| 39 | Den Kashi Cable Network Private Limited | 8,000,000 | 22,485,156 | 53,632,775 | 23,147,619 | - | 24,111,216 | (921,774) | (274,155) | (647,619) | |
| 40 | Den Enjoy Cable Networks Private Limited | 17,450,020 | 440,107,957 | 728,217,617 | 270,659,640 | - | 384,663,598 | 110,586,128 | 39,610,974 | 70,975,154 | |
| 41 | DEN Prayag Cable Networks Private Limited | 500,000 | 25,299,740 | 57,240,302 | 31,440,562 | - | 71,318,051 | 12,445,129 | 3,989,811 | 8,455,318 | |
| 42 | Den Deva Cable Network Private Limited | 500,000 | 72,317 | 1,153,623 | 581,306 | - | 4,426,359 | 250,512 | 117,157 | 133,355 | |
| 43 | Den Maa Sharda Vision Cable Networks Private Limited | 612,300 | 9,615,821 | 31,871,991 | 21,643,869 | - | 42,253,663 | 1,403,382 | 345,439 | 1,057,943 | |
| 44 | Den Fateh Marketing Private Limited | 500,000 | 3,472,984 | 36,604,458 | 32,636,474 | 5,000 | 81,270,027 | (5,888,139) | (1,829,959) | (4,058,180) | |
| 45 | Den Enjoy Navaratan Network Private Limited | 608,200 | 11,778,040 | 27,424,586 | 15,038,346 | - | 48,096,900 | (3,639,783) | (1,113,213) | (2,526,570) | |
| 46 | Den Shiva Cable Network Private Limited | 1,924,640 | (4,124,716) | 4,428,823 | 6,628,899 | - | 5,192,377 | 664,101 | 320,213 | 343,888 | |
| 47 | Den Narmada Network Private Limited | 14,938,070 | 9,761,190 | 32,306,714 | 7,607,453 | - | 3,297,882 | 2,455,475 | 742,595 | 1,712,880 | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|--------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 48 | Dewshree Network Private Limited | - | - | - | - | - | - | - | - | - | - |
| 49 | Shree Siddhivinayak Cable Network Private Limited | 500,000 | (9,600,891) | 13,245,843 | 22,348,734 | 2,000 | 8,168,300 | (4,163,518) | (1,215,366) | (2,948,152) | |
| 50 | Mahadev Den Network Private Limited | 22,290,000 | (13,315,969) | 37,258,753 | 28,284,722 | - | 6,627,343 | 13,780 | - | 13,780 | |
| 51 | Den Patel Entertainment Network Private Limited (formerly known as Mahadev Den Cable Net Private Limited) | 900,000 | 246,754 | 10,281,475 | 9,134,721 | - | 19,721,038 | 374,488 | 118,275 | 256,213 | |
| 52 | Mahadev Den Cable Network Private Limited | 900,000 | (20,038,244) | 8,190,200 | 27,328,444 | - | 5,678,940 | (229,355) | - | (229,355) | |
| 53 | Den MCN Cable Network Private Limited | 1,099,200 | 10,900,254 | 59,160,512 | 47,161,059 | - | 14,759,742 | (612,917) | (345,668) | (267,249) | |
| 54 | Drashti Cable Network Private Limited | 535,700 | (2,009,493) | 23,543,092 | 25,016,885 | - | 3,083,457 | (4,271,724) | (1,182,356) | (3,089,368) | |
| 55 | Den-Manoranjan Satellite Network Private Limited | 700,000 | 125,209,200 | 333,364,892 | 207,455,691 | - | 249,153,786 | 24,248,699 | 8,420,577 | 15,828,122 | |
| 56 | Den Nashik City Cable Network Private Limited | 500,000 | 33,223,865 | 81,583,849 | 47,859,985 | - | 28,449,074 | 5,626,938 | 5,399,611 | 227,327 | |
| 57 | Den Supreme Satellite Vision Private Limited | 597,090 | 17,582,606 | 22,697,965 | 4,518,268 | - | 16,875,647 | (5,586,769) | 3,037,200 | (8,623,969) | |
| 58 | Den Bellary City Cable Private Limited | 715,480 | 5,869,050 | 32,139,376 | 25,554,846 | - | 60,564,698 | (1,039,686) | 143,523 | (1,183,209) | |
| 59 | Den Malayalam Telenet Private Limited | 11,926,810 | (32,122) | 25,538,562 | 13,643,875 | - | 32,716,400 | (4,547,385) | 263,797 | (4,811,182) | |
| 60 | Den Malabar Cable Vision Private Limited | 600,630 | 1,065,194 | 12,016,848 | 10,351,024 | - | 10,082,121 | (959,343) | - | (959,343) | |
| 61 | Den Elgee Cable Vision Private Limited | 1,122,580 | 5,040,199 | 12,666,106 | 6,503,327 | - | 18,051,016 | 179,161 | 147,001 | 32,160 | |

| | | (In Rs.) | | | | | | | | | |
|--------|---|---------------|-------------|---------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
| 62 | Den Rajkot City Communication Private Limited (formerly known as Rajkot City Communication Private Limited) | 113,060 | 36,085,861 | 250,501,677 | 214,302,756 | - | 135,538,109 | (7,768,203) | (1,452,143) | (6,316,060) | |
| 63 | Den Infoking Channel Entertainers Private Limited | 2,572,700 | 18,958,725 | 33,341,231 | 11,809,806 | - | 9,630,454 | (892,270) | 510 | (892,780) | |
| 64 | Den Ucn Network India Private Limited | 621,000 | 3,505,355 | 16,297,058 | 12,170,703 | - | 45,328,215 | (484,399) | (2,907) | (481,492) | |
| 65 | Fortune (Baroda) Network Private Limited | 1,000,000 | (2,181,240) | 13,743,981 | 14,925,222 | - | 24,832,745 | 298,644 | 59,276 | 239,368 | |
| 66 | Galaxy Den Media & Entertainment Private Limited | 500,000 | 4,558,481 | 39,963,319 | 34,904,839 | - | 17,506,055 | (115,622) | (89,534) | (26,088) | |
| 67 | Bali Den Cable Network Private Limited | 534,900 | 6,480,793 | 11,558,481 | 4,542,788 | - | 12,784,745 | (5,400,868) | (1,946,422) | (3,454,446) | |
| 68 | Mahavir Den Entertainment Private Limited | 5,135,760 | 44,474,556 | 148,394,243 | 98,783,927 | - | 87,755,071 | (17,288,878) | (4,606,674) | (12,682,204) | |
| 69 | Den Citi Channel Private Limited | 7,720,900 | 5,150,299 | 22,596,751 | 9,725,552 | - | 18,356,394 | (3,006,402) | 31,741 | (3,038,143) | |
| 70 | Amogh Broad Band Services Private Limited | 189,598,200 | 250,085,954 | 511,378,043 | 71,693,889 | - | 190,351,937 | (12,339,425) | 39,299,200 | (51,638,625) | |
| 71 | Star Channel Den Network Private Limited | 698,000 | 1,199,825 | 3,385,732 | 1,487,907 | - | 7,800,132 | (392,736) | (119,462) | (273,274) | |
| 72 | Kishna Den Cable Networks Private Limited | 573,070 | (2,767,608) | 2,167,013 | 4,361,551 | - | 6,147,555 | (2,003,663) | - | (2,003,663) | |
| 73 | Fab Den Network Private Limited | 2,135,810 | 23,284,237 | 49,277,800 | 23,857,753 | - | 42,838,776 | 2,776,370 | 461,701 | 2,314,668 | |
| 74 | Den Satellite Network Private Limited | 1,005,900 | 780,800,689 | 1,614,387,243 | 832,580,654 | - | 990,384,846 | 171,888,498 | 52,816,195 | 119,072,303 | |
| 75 | United Cable Network (Digital) Private Limited | 500,000 | (1,102,293) | 2,160,772 | 2,763,065 | - | 1,766,772 | (708,267) | (215,853) | (492,414) | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|---------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 76 | Shree Ram Den Network Private Limited | - | - | - | - | - | - | - | - | - | - |
| 77 | Den Krishna Vision Private Limited | 500,000 | (1,432,488) | 535,772 | 1,468,260 | - | 3,894,457 | 270,608 | 51,564 | 219,044 | |
| 78 | Cab-i-Net Communications Private Limited | 20,000,000 | (7,902,733) | 31,894,192 | 19,796,926 | - | 41,804,514 | (2,967,682) | - | (2,967,682) | |
| 79 | Divya Drishti Den Network Private Limited | 740,250 | 33,739 | 2,017,156 | 1,243,167 | - | 4,729,070 | (418,973) | (129,192) | (289,781) | |
| 80 | Den Sahyog Cable Network Private Limited | 500,000 | 776,904 | 9,084,710 | 7,807,806 | - | 18,502,988 | (207,989) | 29,532 | (237,521) | |
| 81 | Den Sariga Communications Private Limited | 959,550 | 468,489 | 4,058,970 | 2,630,931 | - | 4,357,102 | (1,818,536) | - | (1,818,536) | |
| 82 | DEN New Broad Communications Private Limited | 723,020 | 44,891,952 | 103,651,219 | 58,036,247 | - | 168,713,113 | (4,327,222) | (1,184,696) | (3,142,526) | |
| 83 | Den Sports & Entertainment Private Limited (Formerly Known as IME Networks Private Limited) | 221,190,000 | (2,479,392) | 218,738,084 | 27,476 | - | - | (1,902,891) | - | (1,902,891) | |
| 84 | Den Soccer Private Limited (Formerly Known as Astron Media Networks Private Limited) | 215,500,000 | (482,860,873) | 97,387,671 | 364,748,544 | - | 80,803,779 | (483,857,197) | - | (483,857,197) | |
| 85 | Den Kattakada Telecasting and Cable Services Private Limited | 995,580 | (8,363,251) | 21,776,394 | 29,144,065 | - | 24,006,257 | (15,393,601) | - | (15,393,601) | |
| 86 | Kerala Entertainment Private Limited | 1,180,000 | 34,527,436 | 40,802,104 | 5,094,668 | - | 27,275,109 | 1,749,038 | 340,201 | 1,408,837 | |
| 87 | Den A.F. Communication Private Limited | 959,430 | 278,954 | 9,912,663 | 8,674,279 | - | 7,552,010 | 392,996 | 161,013 | 231,983 | |
| 88 | Big Den Entertainment Private Limited | 600,390 | 8,051,743 | 13,573,428 | 4,921,295 | - | 21,763,300 | 929,666 | 283,699 | 645,967 | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|-------------|--------------|-------------------|---|------------|------------------------------|------------------------|-----------------------------|-------------------|
| 89 | Sree Gokulam Starnet Communication Private Limited | 100,000 | (6,849,045) | 12,070,963 | 18,820,008 | - | 11,289,540 | 1,054,028 | 5,876 | 1,048,152 | |
| 90 | Rajasthan Entertainment Private Limited | 840,000 | 8,171,893 | 9,200,238 | 188,345 | - | 3,256,598 | (307,833) | (95,074) | (212,759) | |
| 91 | Fun Cable Network Private Limited | 500,000 | (4,987,112) | 6,119,928 | 10,607,040 | - | 14,356,621 | (318,095) | - | (318,095) | |
| 92 | Uttar Pradesh Digital Cable Network Private Limited | 2,980,000 | 10,494,821 | 13,953,946 | 479,125 | - | 894,207 | (568,100) | - | (568,100) | |
| 93 | Den Steel City Cable Network Private Limited | 601,600 | 84,083 | 7,636,552 | 6,950,869 | - | 4,911,146 | (580,945) | 464,340 | (1,045,285) | |
| 94 | Sanmati DEN Cable TV Network Private Limited | 552,400 | 1,685,244 | 11,901,523 | 9,663,879 | - | 12,857,332 | (717,576) | (119,388) | (598,188) | |
| 95 | Crystal Vision Media Private Limited | 500,000 | 55,780,501 | 102,004,500 | 45,723,999 | - | 89,135,478 | 1,548,302 | (1,279,492) | 2,827,794 | |
| 96 | Multi Channel Cable Network Private Limited | 555,560 | (5,906,297) | 14,288,979 | 19,639,716 | - | 19,257,363 | (3,548,379) | (213,847) | (3,334,532) | |
| 97 | Victor Cable Tv Network Private Limited | 5,901,960 | (3,278,786) | 14,020,920 | 11,397,746 | - | 21,015,723 | 270,124 | (378,762) | 648,886 | |
| 98 | Gemini Cable Network Private Limited | 55,000,000 | 3,502,211 | 99,116,809 | 40,614,599 | - | 64,110,080 | 5,746,361 | 333,150 | 5,413,211 | |
| 99 | Matrix Cable Network Private Limited | 12,053,340 | (2,791,454) | 11,644,195 | 2,382,309 | - | 1,167,201 | (1,313,823) | 1,965,071 | (3,278,894) | |
| 100 | DEN Enjoy SBNM Cable Network Private Limited | 1,350,000 | 1,803,462 | 9,425,429 | 6,271,967 | - | 9,497,579 | 396,272 | 122,453 | 273,819 | |
| 101 | Ambika DEN Cable Network Private Limited | 642,860 | 1,590,665 | 5,350,368 | 3,116,843 | - | 6,791,918 | (153,433) | (40,346) | (113,087) | |
| 102 | Saturn Digital Cable Private Limited | 599,350 | 1,785,937 | 3,961,070 | 1,575,783 | - | 10,494,494 | 306,145 | 122,490 | 183,655 | |
| 103 | Multi Star Cable Network Private Limited | 670,000 | 784,374 | 2,837,488 | 1,383,114 | - | 3,136,187 | 1,689,657 | 660,990 | 1,028,667 | |
| 104 | VM Magic Entertainment Private Limited | 500,000 | 6,025,696 | 8,356,925 | 1,831,229 | - | - | (1,336,655) | - | (1,336,655) | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|-------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 105 | Antique Communications Private Limited | 571,500 | (173,732) | 5,416,057 | 5,018,289 | - | 5,426,629 | (816,587) | (248,741) | (567,846) | |
| 106 | Bhadohi DEN Entertainment Private Limited | 671,110 | 1,351,303 | 2,812,070 | 789,657 | - | 3,940,820 | 202,757 | 67,252 | 135,505 | |
| 107 | Sanmati Entertainment Private Limited | 602,390 | (109,500) | 5,099,215 | 4,606,325 | - | 6,104,250 | (2,264,168) | (688,040) | (1,576,128) | |
| 108 | Capital Entertainment Private Limited | 500,000 | (91,424) | 537,089 | 128,513 | - | - | (31,620) | - | (31,620) | |
| 109 | Disk Cable Network Private Limited | 1,657,910 | 6,498,337 | 8,168,488 | 12,241 | - | - | (34,911) | - | (34,911) | |
| 110 | Shaakumbhari Den Media Private Limited | 4,467,000 | (6,685,935) | 4,510,325 | 6,729,260 | - | 12,986,856 | (4,355,736) | - | (4,355,736) | |
| 111 | Silverline Television Network Private Limited | 750,000 | 5,818,171 | 33,044,359 | 26,476,188 | - | 19,886,356 | 8,930,819 | 2,698,465 | 6,232,354 | |
| 112 | Eminent Cable Network Private Limited | 988,350 | 113,734,621 | 371,164,189 | 256,441,217 | - | 258,150,110 | 71,939,814 | 27,715,753 | 44,224,061 | |
| 113 | Trident Entertainment Private Limited | 500,000 | (3,605,000) | 11,173,006 | 14,278,005 | - | 14,326,457 | (959,725) | (277,661) | (682,064) | |
| 114 | Rose Entertainment Private Limited | 7,750,000 | 7,904,008 | 23,225,669 | 7,571,661 | - | 9,325,963 | 1,016,125 | 345,104 | 671,021 | |
| 115 | Blossom Entertainment Private Limited | 500,000 | (1,374,039) | 2,951,594 | 3,825,634 | - | 4,024,940 | (1,070,162) | (296,175) | (773,987) | |
| 116 | Ekta Entertainment Network Private Limited | 1,195,750 | 25,036,968 | 63,902,482 | 37,669,764 | - | 65,162,847 | 6,812,439 | 2,115,240 | 4,697,199 | |
| 117 | DEN ADN Network Private Limited | 38,000,000 | 55,932,338 | 310,016,975 | 216,084,638 | - | 253,368,571 | 34,521,047 | 11,200,059 | 23,320,988 | |
| 118 | CCN DEN Network Private Limited | 40,000,000 | 45,063,863 | 594,856,770 | 509,792,907 | - | 380,362,291 | 13,205,535 | 4,504,802 | 8,700,733 | |
| 119 | Devine Cable Network Private Limited | 533,130 | 5,888 | 1,571,052 | 1,032,034 | - | 1,651,437 | (111,111) | (31,518) | (79,593) | |
| 120 | Nectar Entertainment Private Limited | 594,350 | (666,107) | 6,415,820 | 6,487,577 | - | 5,272,521 | (1,137,053) | (338,732) | (798,321) | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of investment in subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|--|---------------|-------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 121 | DEN STN Television Network Private Limited | 1,800,000 | (186,801) | 10,854,866 | 9,241,667 | - | 19,956,569 | (2,828,309) | (1,427,029) | (1,401,280) | |
| 122 | Multitrack Cable Network Private Limited | 2,795,000 | (7,681) | 5,456,931 | 2,669,612 | - | 10,510,683 | (1,284,970) | (401,814) | (883,156) | |
| 123 | Glimpse Communication Private Limited | 100,000 | 153,042 | 4,639,968 | 4,386,925 | - | 4,584,708 | (442,430) | (145,160) | (297,270) | |
| 124 | Indradhanush Cable Network Private Limited | 500,000 | (3,322,767) | 11,140,014 | 13,962,780 | - | 5,757,689 | (4,184,643) | (1,222,814) | (2,961,829) | |
| 125 | Adhumik Cable Network Private Limited | 500,000 | (867,408) | 3,077,383 | 3,444,791 | - | 4,197,003 | (788,666) | (238,860) | (549,806) | |
| 126 | Pee Cee Cable Network Private Limited | - | - | - | - | - | - | - | - | - | |
| 127 | Libra Cable Network Private Limited | 2,936,760 | 65,300,827 | 131,151,727 | 62,914,141 | - | 94,088,443 | 7,916,171 | 1,986,913 | 5,929,258 | |
| 128 | Srishti Den Networks Private Limited (Platinum Cable Tv Network Private Limited) | 500,000 | 9,274,425 | 116,617,938 | 106,843,513 | - | 94,205,840 | 1,512,870 | 631,119 | 881,751 | |
| 129 | Maitri Cable Network Private Limited | 900,000 | 556,647 | 3,376,412 | 1,919,765 | - | 2,544,593 | 854,051 | 253,768 | 600,283 | |
| 130 | Melody Cable Network Private Limited | 1,250,000 | (1,023,868) | 2,399,690 | 2,173,558 | - | 1,067,937 | (887,353) | (274,192) | (613,161) | |
| 131 | Mountain Cable Network Private Limited | 1,000,000 | (1,486,930) | 2,746,700 | 3,233,630 | - | 3,942,394 | (1,360,868) | (420,993) | (939,875) | |
| 132 | Portrait Cable Network Private Limited | 1,200,000 | (1,154,041) | 3,070,873 | 3,024,914 | - | 4,134,944 | (583,322) | (174,070) | (409,252) | |
| 133 | Mansion Cable Network Private Limited | 98,147,900 | 304,610,210 | 549,636,969 | 146,878,860 | - | 373,739,150 | 73,168,851 | 24,063,365 | 49,105,486 | 20,000,000 |
| 134 | SkyNet Cable Network Private Limited | 8,150,000 | (1,506,611) | 11,152,842 | 4,509,453 | - | 3,279,601 | (1,318,506) | - | (1,318,506) | |
| 135 | DEN Discovery Digital Networks Private Limited | 366,420 | 50,400,291 | 286,327,450 | 235,560,739 | - | 203,406,431 | 14,995,503 | 4,950,401 | 10,045,102 | |

(In Rs.)

| S. No. | Name of Subsidiary Company | Share Capital | Reserves | Total Assets | Total Liabilities | Detail of investment (except in case of subsidiaries) | Turnover | Profit Before Taxation (PBT) | Provision for Taxation | Profit After Taxation (PAT) | Proposed Dividend |
|--------|---|---------------|--------------|--------------|-------------------|---|-------------|------------------------------|------------------------|-----------------------------|-------------------|
| 136 | Jhankaar Cable Network Private Limited | 2,500,000 | (5,837,052) | 9,619,524 | 12,956,577 | - | 13,260,695 | (3,985,660) | - | (3,985,660) | |
| 137 | Konark IP Dossiers Private Limited | 30,000,000 | (480,978) | 85,690,542 | 56,171,520 | - | 103,377,860 | 2,873,205 | (733,812) | 3,607,017 | |
| 138 | Den ABC Cable Networks Ambarnath Private Limited | 22,600,000 | (4,236,793) | 40,302,169 | 21,938,962 | - | 46,070,145 | 3,635,743 | 735,798 | 2,899,945 | |
| 139 | Den Premium Multilink Cable Network Private Limited | 100,000 | 28,430,978 | 140,098,779 | 111,567,801 | - | 81,511,134 | 9,185,160 | 3,699,600 | 5,485,560 | |
| 140 | Angel Cable Network Private Limited | 1,000,000 | 1,994,284 | 6,245,550 | 3,251,266 | - | 10,659,181 | 1,818,553 | 567,958 | 1,250,595 | |
| 141 | Scorpio Cable Network Private Limited | 2,000,000 | (393,473) | 4,039,715 | 2,433,188 | - | 5,277,054 | (216,507) | (66,843) | (149,664) | |
| 142 | Desire Cable Network Private Limited | 1,425,000 | (2,718,065) | 4,059,460 | 5,352,525 | - | 2,710,129 | (3,482,659) | (1,075,684) | (2,406,975) | |
| 143 | Marble Cable Network Private Limited | 1,929,610 | 21,954 | 8,246,239 | 6,294,675 | - | 5,126,395 | 111,794 | 35,065 | 76,729 | |
| 144 | Augment Cable Network Private Limited | 1,000,000 | 1,572,634 | 6,072,630 | 3,499,996 | - | 4,652,439 | 2,088,779 | 644,321 | 1,444,458 | |
| 145 | ABC Cable Network Private Limited | 1,104,470 | 249,963 | 5,201,499 | 3,847,066 | - | 6,686,155 | 540,355 | 189,491 | 350,864 | |
| 146 | Den MTN Star Vision Cable Private Limited | 676,890 | 1,549,133 | 4,446,451 | 2,220,428 | - | 4,628,982 | (361,521) | - | (361,521) | |
| 147 | Marco Commerce Private Limited | 50,000,000 | (45,678,643) | 41,683,908 | 37,362,550 | - | 15,883,166 | (45,645,124) | - | (45,645,124) | |
| 148 | Star Den Media Services Private Limited | 25,000,000 | 400,987,944 | 892,063,426 | 466,075,482 | - | 226,387,704 | 36,939,764 | 2,148,054 | 34,791,710 | |

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF DEN NETWORKS LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **DEN Networks Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, and its jointly controlled entities as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

EMPHASIS OF MATTERS

We draw attention to note 43 of the consolidated financial statements wherein it is stated that the Digital Addressable System (DAS) subscription fee has not yet been finalised and the revenue on account of the same has been recognised based on certain estimates which in the management's view are reasonable.

Our opinion is not modified in respect of these matters.

OTHER MATTER

- (a) We did not audit the financial statements of 140 subsidiaries and 2 jointly controlled entities, whose financial statements reflect total assets of Rs. 9,191.00

million as at 31st March, 2015, total revenues of Rs. 3,096.94 million and net cash outflows amounting to Rs. 341.29 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

- (b) We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of Rs. 636.57 million as at 31st March, 2015, total revenues of Rs. 402.06 million and net cash inflows amounting to Rs. 8.90 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, based on the comments in the auditors' report of the Holding company, subsidiary companies and jointly controlled companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled companies incorporated in India, none of the directors of the Group companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its jointly controlled entities.
 - ii. The Group and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and jointly controlled companies incorporated in India.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm's registration no. 015125N)

JITENDRA AGARWAL

Partner
(Membership No. 87104)

NEW DELHI
11 May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

"Our reporting on the Order includes 140 subsidiary companies and 2 jointly controlled companies incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements."

"In respect of 5 subsidiary companies incorporated in India, which have been included in the consolidated financial statements based on unaudited financial statements of such entities provided to us by the Management, whilst in our opinion, and according to the information and explanations given to us, reporting under the Order is applicable in respect of these entities, since these entities are unaudited, the possible effects of the same on our reporting under the Order in the case of these consolidated financial statements has not been considered."

i. In respect of the fixed assets of the Holding Company, subsidiary companies and jointly controlled companies incorporated in India:

(a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than certain subsidiaries which are in the process of updation of records showing full particulars including quantitative details and situation of its fixed assets. These net block of the fixed assets of these subsidiaries are 8.13% of the total net block of the consolidated financial statements.

(b) The Holding Company, subsidiary companies and jointly controlled companies incorporated in India have a program of verification of fixed assets to cover all the items in a phased periodical programme of verification other than set top boxes which are in possession of the customers/third parties and distribution equipment comprising overhead and underground cables. Management of the respective entities is of the view that it is not possible to verify these assets due to their nature and location. Pursuant to the program, certain fixed assets were physically verified by the Management of the respective entities during the year. According to the information and explanation given to us and the other auditors, no material discrepancies were noticed on such verification.

In our opinion and the opinion of the other auditors, other than for physical verification of set top boxes and distribution equipment referred to

above, the frequency of verification of fixed assets is reasonable having regard to above, the frequency of verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

ii. In respect of the inventories of the Holding Company:

(a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Holding Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

In the opinion of the auditors of the subsidiary companies and jointly controlled entities and according to information and explanations given to the auditors of the subsidiary companies and jointly controlled entities, clause (ii) of the Order is not applicable to the subsidiary companies and jointly controlled entities since the operations of these subsidiary companies and jointly controlled entities do not give rise to any inventory.

iii. According to the information and explanations given to us, the Holding Company, subsidiary companies and jointly controlled companies incorporated in India have granted loans, to the extent included in the consolidated financial statements, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities. In respect of such loans:

(a) The receipts of principal amounts and interest have been regular/as per stipulations.

(b) In respect of overdue amounts of over Rs. 1 lakh remaining outstanding as at the year-end, as explained to us and the other auditors, the Management of the respective entities have taken reasonable steps for recovery of the principal amounts and interest.

iv. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, having regard to the explanations that some of the capital items purchased at the Holding

Company are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system in the Holding Company, subsidiary companies and jointly controlled companies incorporated in India commensurate with the size of the respective entities and the nature of their business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our and the other auditors audit, no major weakness in such internal control system has been observed.

- v. According to the information and explanations given to us, the Holding Company, subsidiary companies and jointly controlled companies incorporated in India have not accepted any deposit during the year.
- vi. We have broadly reviewed the cost records maintained by the Holding Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and the Cost Records and Audit (Telecommunication Industry) Rules prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *Prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

In the opinion of the other auditors and according to the information and explanations given to the auditors of the subsidiary companies and jointly controlled entities, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 for the services provided by the subsidiary companies and jointly controlled entities.

- vii. According to the information and explanations given to us, and the other auditors in respect of statutory dues of the Holding Company, subsidiary companies and jointly controlled companies incorporated in India:
 - a. The respective entities have generally been regular in depositing its undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.
 - b. Dues of Employees' State Insurance, Provident Fund, Service Tax, Welfare Fund, Income Tax, Local Body Tax and Entertainment Tax, aggregating to Rs. 0.15 million, Rs. 0.01 million, Rs. 3.53 million, Rs. 0.07 million, Rs. 0.22 million, Rs. 2.55 million and Rs. 22.83 million, respectively were due by Holding Company and 15 subsidiary companies incorporated in India for a period of more than six months from the date they became payable. There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues as applicable to the respective entries in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - c. Details of dues of Income Tax, Sales Tax, Value Added Tax and Service Tax which have not been deposited as on 31st March, 2015 on account of disputes by the aforesaid aggregate entries are given below:

| Name of Statute | Nature of Dues | Forum where Dispute is Pending | Aggregate amount involved (Rs./million) |
|---|---------------------------------------|---|---|
| UP Value Added Tax Act, 2008 | Value added tax | Commercial Tax Tribunal, Lucknow | 5.84 |
| UP Value Added Tax Act, 2008 | Value added tax | Additional Commissioner Appeals | 100.39 |
| UP Value Added Tax Act, 2008 | Value added tax | Deputy Commissioner, Lucknow | 14.36 |
| Bihar Value Added Tax Act, 2005 | Value added tax | Joint Commissioner of Commercial Tax (Appeals) | 14.94 |
| Karnataka Value Added Tax and CST Act, 2003 | Value added tax and Central Sales Tax | Joint Commissioner of Commercial Tax (Appeals) | 21.51 |
| Kerala Value Added Tax and CST Act, 2003 | Value added tax and Central Sales Tax | Assistant Commissioner Appeals, Commercial Taxes, Ernakulam | 18.16 |
| Income Tax Act, 1961 | Income Tax | Income Tax Appellate Tribunal | 17.19 |
| Income Tax Act, 1961 | Income Tax | Commissioner of Income Tax (Appeals) | 984.21 |
| UP Value Added Tax Act, 2008 | Sales tax | Department of Commercial Tax (VAT) Tribunal, Uttar Pradesh | 38.43 |
| Finance Act | Service Tax | Customs, Excise and Service Tax Appellate Tribunal | 9.22 |
| Finance Act | Service Tax | Commissioner (Appeals) Service Tax | 0.96 |

- (d) There are no amounts that are due to be transferred by the aforesaid entities to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
- viii. The consolidated accumulated losses of the Group and jointly controlled entities at the end of the financial year are less than fifty percent of its consolidated net worth and the Group, and jointly controlled entities have not incurred cash losses on a consolidated basis during the financial year covered by our audit and immediately preceding financials year.
- ix. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company, subsidiary companies and jointly controlled companies incorporated in India have not defaulted in the repayment of dues to financial institutions and banks. The Holding Company, subsidiary companies and jointly controlled companies incorporated in India have not issued any debentures.
- x. According to the information and explanations given to us and the other auditors, the Holding Company, subsidiary companies and jointly controlled companies incorporated in India have not given guarantees for loans taken by others from banks and financial institutions.
- xi. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Holding Company and subsidiary companies and jointly controlled companies incorporated in India during the year for the purposes for which they were obtained.
- xii. To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, subsidiary companies and jointly controlled companies incorporated in India and no material fraud on the Holding Company, its subsidiaries and jointly controlled companies incorporated in India has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm's registration no. 015125N)

Sd/-

JITENDRA AGARWAL

Partner

(Membership No. 87104)

NEW DELHI

11 May, 2015

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2015

| | Particulars | Note No. | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|-----------|--|----------|--------------------------------------|--------------------------------------|
| A. | EQUITY AND LIABILITIES | | | |
| | 1. SHAREHOLDERS' FUNDS | | | |
| | a. Share capital | 3 | 1,777.42 | 1,775.67 |
| | b. Reserves and surplus | 4 | 15,316.67 | 16,779.35 |
| | | | 17,094.09 | 18,555.02 |
| | 2. SHARE APPLICATION MONEY PENDING ALLOTMENT | 25 | - | 4.50 |
| | 3. PREFERENCE SHARES ISSUED BY SUBSIDIARY COMPANY OUTSIDE THE GROUP | 26 | 25.00 | 25.00 |
| | 4. MINORITY INTEREST | 38 | 1,654.54 | 1,335.22 |
| | 5. NON-CURRENT LIABILITIES | | | |
| | a. Long-term borrowings | 5 | 3,379.70 | 4,464.38 |
| | b. Deferred tax liabilities (net) | 30 (b) | 56.38 | 51.06 |
| | c. Other long-term liabilities | 6 | 4.75 | 5.09 |
| | d. Long-term provisions | 7 | 99.33 | 81.55 |
| | | | 3,540.16 | 4,602.08 |
| | 6. CURRENT LIABILITIES | | | |
| | a. Short-term borrowings | 8 | 746.32 | 708.72 |
| | b. Trade payables | 9 | 2,765.70 | 3,114.74 |
| | c. Other current liabilities | 10 | 7,722.14 | 7,259.73 |
| | d. Short-term provisions | 11 | 73.71 | 12.19 |
| | | | 11,307.87 | 11,095.38 |
| | TOTAL | | 33,621.66 | 35,617.20 |
| B. | ASSETS | | | |
| | 1. NON-CURRENT ASSETS | | | |
| | a. Fixed assets | | | |
| | i Tangible assets | 12 | 11,121.88 | 10,677.12 |
| | ii Intangible assets | 12 | 138.62 | 124.26 |
| | iii Capital work-in-progress | | 1,103.49 | 939.65 |
| | | | 12,363.99 | 11,741.03 |
| | b. Goodwill on consolidation | 33 (a) | 2,990.19 | 2,750.63 |
| | c. Deferred tax assets (net) | 30 (c) | 419.54 | 451.39 |
| | d. Long-term loans and advances | 13 | 2,696.19 | 2,086.43 |
| | e. Other non-current assets | 14 | 183.52 | 232.23 |
| | | | 18,653.43 | 17,261.71 |
| | 2. CURRENT ASSETS | | | |
| | a. Current investments | 15 | 1,452.30 | 3,794.69 |
| | b. Trade receivables | 16 | 3,980.06 | 3,919.22 |
| | c. Cash and cash equivalents | 17 | 8,205.84 | 8,629.75 |
| | d. Short-term loans and advances | 18 | 656.66 | 1,034.73 |
| | e. Other current assets | 19 | 673.37 | 977.10 |
| | | | 14,968.23 | 18,355.49 |
| | TOTAL | | 33,621.66 | 35,617.20 |

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

AJAYA CHAND
Director
DIN: 02334456

JITENDRA AGARWAL
Partner
(Membership No. 87104)

MANISH DAWAR
Group Chief Financial Officer

JATIN MAHAJAN
Company Secretary
FCS-6887

New Delhi
11 May, 2015

New Delhi
11 May, 2015

CONSOLIDATED STATEMENT OF PROFIT & LOSS

For The Year Ended 31st MARCH, 2015

| | Particulars | Note No. | For the year ended 31.03.2015 (Rs. in million) | For the year ended 31.03.2014 (Rs. in million) |
|---|---|----------|--|--|
| 1. REVENUE | | | | |
| | a. Revenue from operations | 20 | 11,126.97 | 10,980.21 |
| | b. Other income | 21 | 1,047.55 | 768.98 |
| | TOTAL REVENUE | | 12,174.52 | 11,749.19 |
| 2. EXPENSES | | | | |
| | a. Employee benefit expense | 22 | 1,107.04 | 1,060.12 |
| | b. Finance costs | 23 | 823.04 | 889.71 |
| | c. Depreciation and amortisation expense | 12 | 1,859.48 | 1,473.90 |
| | d. Other expenses | 24 | 9,265.24 | 7,195.08 |
| | TOTAL EXPENSES | | 13,054.80 | 10,618.81 |
| 3. PROFIT / (LOSS) BEFORE TAX | | | (880.28) | 1,130.38 |
| 4. TAX EXPENSE | | | | |
| | a. Current tax expense [includes Rs. 0.83 million (previous year Rs. 19.67 million) related to jointly controlled entities] | | 297.57 | 438.74 |
| | b. Less : MAT credit [includes Rs. 1.32 million (previous year Nil) related to jointly controlled entities] | | (5.56) | (3.42) |
| | c. Short/ (Excess) provision for tax relating to prior years | | (7.14) | (4.40) |
| | d. Reversal of excess MAT credit taken in prior years [includes Rs. Nil (previous year Rs. 12.87 million) related to jointly controlled entities] | | 14.16 | 12.87 |
| | e. Net current tax expense | | 299.03 | 443.79 |
| | f. Deferred tax | 30 | 37.17 | (64.82) |
| | NET TAX EXPENSE | | 336.20 | 378.97 |
| 5. PROFIT / (LOSS) AFTER TAX BEFORE SHARE OF PROFIT / (LOSS) ATTRIBUTABLE TO MINORITY INTEREST | | | (1,216.48) | 751.41 |
| 6. (Add) / less : Share of profit / (loss) attributable to Minority interest | | 38 | 223.73 | 367.42 |
| 7. PROFIT / (LOSS) FOR THE YEAR ATTRIBUTABLE TO THE SHAREHOLDERS OF THE COMPANY | | | (1,440.21) | 383.99 |
| | Earnings per equity share (Face value of Rs. 10 per share) | 41 | | |
| | Basic (Rs. per share) | | (8.08) | 2.38 |
| | Diluted (Rs. per share) | | (8.08) | 2.38 |

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

JITENDRA AGARWAL
Partner
(Membership No. 87104)

New Delhi
11 May, 2015

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

MANISH DAWAR
Group Chief Financial Officer

New Delhi
11 May, 2015

AJAYA CHAND
Director
DIN: 02334456

JATIN MAHAJAN
Company Secretary
FCS-6887

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

| | Particulars | For the year ended 31.03.2015 (Rs. in million) | For the year ended 31.03.2014 (Rs. in million) |
|-----------|--|---|---|
| A. | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Profit before tax | (880.28) | 1,130.38 |
| | Adjustments for : | | |
| | Depreciation and amortisation | 1,859.48 | 1,473.90 |
| | Loss on sale of investment | - | 110.07 |
| | Finance costs | 823.04 | 889.71 |
| | Provision for impairment of investment | 11.95 | - |
| | Doubtful debts and advances written off/provided | 482.02 | 568.48 |
| | Fixed assets/ capital work in progress written off | 5.54 | 4.64 |
| | Interest income | (655.78) | (391.89) |
| | Profit from sale of current investment | (205.12) | (168.48) |
| | Profit from sale of fixed assets | (10.96) | (0.85) |
| | Liabilities/ excess provisions written back | (98.12) | (113.68) |
| | Net (gain)/ loss on foreign currency transactions and translation | - | 10.62 |
| | Operating profit before working capital changes | 1,331.77 | 3,512.90 |
| | Changes in working capital: | | |
| | Adjustments for (increase)/ decrease in operating assets: | | |
| | Trade receivables | (501.52) | (1,071.58) |
| | Short-term loans and advances | 233.13 | (169.58) |
| | Long-term loans and advances | (111.31) | (48.86) |
| | Other current assets | 307.87 | (249.41) |
| | Adjustments for increase / (decrease) in operating liabilities: | | |
| | Trade payables | (349.04) | (377.76) |
| | Other current liabilities | 312.55 | (13.04) |
| | Other long-term liabilities | 96.42 | 220.49 |
| | Short-term provisions | 4.63 | 0.27 |
| | Long-term provisions | 17.78 | 11.23 |
| | Cash generated from/ (used in) operations | 1,342.28 | 1,814.66 |
| | Net income tax (paid) / refunds | (734.07) | (735.45) |
| | Net cash flow from/ (used in) operating activities (A) | 608.21 | 1,079.21 |
| B. | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Capital expenditure on fixed assets, including capital advances | (3,168.33) | (5,839.56) |
| | Proceeds from sale of fixed assets | 131.58 | 888.75 |
| | Bank balances not considered as Cash and cash equivalents | (485.78) | (5,362.67) |
| | Current investments not considered as Cash and cash equivalents: | | |
| | - Purchased | (3,590.09) | (23,572.92) |
| | - Proceeds from sale | 6,137.60 | 21,261.03 |
| | Increase in goodwill on consolidation from purchase of long-term investments | (268.76) | (34.91) |
| | Proceeds from sale of long-term investments: | | |
| | - Subsidiaries | - | 10.00 |
| | Loan repaid by/(to) body corporate (net) | 0.54 | 20.72 |
| | Advance recovered/ (given) for investment | 116.08 | 17.02 |

| | Particulars | For the year ended 31.03.2015 (Rs. in million) | For the year ended 31.03.2014 (Rs. in million) |
|-----------|---|--|--|
| | Interest received | 651.64 | 131.26 |
| | Net cash from/ (used in) investing activities (B) | (475.52) | (12,481.28) |
| C. | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Proceeds from issue of equity shares | 5.25 | 9,626.81 |
| | Share issue expenses | (2.72) | (279.49) |
| | Dividend distribution tax paid | (5.45) | (4.46) |
| | Proceeds from short term borrowings | 37.60 | 165.51 |
| | Proceeds from long term borrowings | 1,666.95 | 4,174.68 |
| | Repayment of long term borrowings | (1,972.81) | (1,567.76) |
| | Finance costs | (819.91) | (853.57) |
| | Net cash from/ (used in) financing activities (C) | (1,091.09) | 11,261.72 |
| | Net increase/ (decrease) in cash and cash equivalents (A+B+C) | (958.40) | (140.35) |
| | Cash and cash equivalents as at the beginning of the year | 2,462.32 | 2,602.67 |
| | Cash and cash equivalents as at the end of the year (See note 17)* | 1503.92 | 2,462.32 |
| | *Comprises: | | |
| | a. Cash on hand | 114.42 | 110.08 |
| | b. Cheques on hand | 4.90 | 559.75 |
| | c. Balance with scheduled banks | | |
| | i. in current accounts | 1,341.37 | 1,666.12 |
| | ii. in deposit accounts | | |
| | -original maturity of 3 months or less | 43.23 | 126.37 |
| | | 1,503.92 | 2,462.32 |

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

JITENDRA AGARWAL
Partner
(Membership No. 87104)

New Delhi
11 May, 2015

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

MANISH DAWAR
Group Chief Financial Officer

New Delhi
11 May, 2015

AJAYA CHAND
Director
DIN: 02334456

JATIN MAHAJAN
Company Secretary
FCS-6887

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. BACKGROUND

DEN Networks Limited (hereinafter referred to as 'the Company' or 'DEN') was incorporated on 10 July, 2007 and is engaged in distribution of television channels through analog and digital cable distribution network and provision of broadband services.

The Company changed its status from a Private Limited Company to a Public Limited Company on 15 April, 2008 thereby changing its name to DEN Digital Entertainment Networks Limited. Subsequently, the Company changed its name to DEN Networks Limited on 27 June, 2008.

During the financial year 2009-10, the Company issued and allotted 18,567,240 Equity Shares of face value of Rs. 10/- each, pursuant to the Initial Public Offer (IPO), which were admitted for listing and trading on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) with effect from November 24, 2009.

These consolidated financial statements comprise the consolidation of DEN Networks Limited (the Holding Company), its wholly owned and other subsidiaries and jointly controlled entities. These subsidiaries are mainly engaged in the business of distribution of cable television channels, internet and other related business. During the year, one of the wholly owned subsidiary Company has participated in Indian Super League (ISL) of Soccer and has been awarded the rights for Delhi. The jointly controlled entities are engaged in the business of distribution of television channels on all modes of distribution, including digital or analog, terrestrial satellite or any other emerging mode.

2. BASIS OF CONSOLIDATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the Company, its subsidiaries and jointly controlled entities (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

2.2 Principles of consolidation

The consolidated financial statements relate to Den Networks Limited (the 'Company'), its subsidiary companies and jointly controlled entities. The consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the subsidiary companies and jointly controlled entities used in the consolidation are drawn up to the same reporting date as that of the Company i.e., 31st March, 2015.
- b. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
- c. Share of profit / loss, assets and liabilities in the jointly controlled entities, which are not subsidiaries, have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses on a proportionate basis to the extent of the Group's equity interest in such entity as per AS 27 Financial Reporting of Interests in Joint Ventures. The intra-group balances, intra-group transactions and unrealised profits or losses have been eliminated to the extent of the Group's share in the entity. Jointly controlled entities that are considered subsidiaries under AS 21 Consolidated Financial Statements are consolidated similar to the manner of consolidating subsidiaries (Refer (ii) above) and the share of interest of the other ventures in such entities is included as part of minority interest.
- d. The excess of cost to the Group of its investments in the subsidiary companies / jointly controlled entities over its share of equity of the subsidiary companies / jointly controlled entities, at the dates on which the investments in the subsidiary companies / jointly controlled entities were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies / jointly controlled entities as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in

the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company / jointly controlled entity and such amounts are not set off between different entities.

- e. Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- f. Goodwill arising on consolidation is not amortised but tested for impairment.
- g. Following subsidiary companies and jointly controlled entities have been considered in the preparation of the consolidated financial statements:

i. Wholly owned subsidiaries

| S. No. | Name of the Company |
|--------|---|
| 1 | Aster Entertainment Private Limited |
| 2 | Den Digital Entertainment Gujarat Private Limited |
| 3 | Den Entertainment Network Private Limited |
| 4 | Den Futuristic Cable Networks Private Limited |
| 5 | Den RIS Cable Network Private Limited |
| 6 | Shine Cable Network Private Limited |
| 7 | Matrix Cable Network Private Limited |
| 8 | Den Montooshah Network Private Limited |
| 9 | Amogh Broad Band Services Private Limited |
| 10 | Den Sports & Entertainment Private Limited (Formerly Known as IME Networks Private Limited) |
| 11 | Shaakumbari Den Media Private Limited |
| 12 | Den Bellary City Cable Private Limited |

ii. Subsidiaries with 51% shareholding

| S. No. | Name of the Company |
|--------|--|
| 1 | Bali Den Cable Network Private Limited |
| 2 | Big Den Entertainment Private Limited |

| S. No. | Name of the Company |
|--------|--|
| 3 | Cab-i-Net Communications Private Limited |
| 4 | Den A.F. Communication Private Limited |
| 5 | Den Aman Entertainment Private Limited |
| 6 | Den Ashu Cable Private Limited |
| 7 | DEN BCN Suncity Network Private Limited |
| 8 | Den Bindra Network Private Limited |
| 9 | Den Budaun Cable Network Private Limited |
| 10 | Den Citi Channel Private Limited |
| 11 | Den Classic Cable TV Services Private Limited |
| 12 | DEN Crystal Vision Network Private Limited |
| 13 | Den Digital Cable Network Private Limited |
| 14 | Den Elgee Cable Vision Private Limited |
| 15 | Den Enjoy Cable Networks Private Limited |
| 16 | Den F K Cable Tv Network Private Limited |
| 17 | Den Fateh Marketing Private Limited |
| 18 | DEN Harsh Mann Cable Network Private Limited |
| 19 | Den Jai Ambey Vision Cable Private Limited |
| 20 | Den Kashi Cable Network Private Limited |
| 21 | Den Kattakada Telecasting and Cable Services Private Limited |
| 22 | Den Krishna Vision Private Limited |
| 23 | Den MaaSharda Vision Cable Networks Private Limited |
| 24 | Den Malabar Cable Vision Private Limited |
| 25 | Den MCN Cable Network Private Limited |
| 26 | Den Mod Max Cable Network Private Limited |
| 27 | Den Nashik City Cable Network Private Limited |
| 28 | Den Pradeep Cable Network Private Limited |
| 29 | Den Prince Network Private Limited |
| 30 | Den Sahyog Cable Network Private Limited |
| 31 | Den Sariga Communications Private Limited |
| 32 | Den Satellite Cable TV Network Private Limited |
| 33 | Den Supreme Satellite Vision Private Limited |

| S. No. | Name of the Company |
|--------|---|
| 34 | Den Ucn Network India Private Limited |
| 35 | DEN Varun Cable Network Private Limited |
| 36 | Den-Manoranjan Satellite Private Limited |
| 37 | Drashti Cable Network Private Limited |
| 38 | Fab Den Network Private Limited |
| 39 | Fortune (Baroda) Network Private Limited |
| 40 | Galaxy Den Media & Entertainment Private Limited |
| 41 | Den Patel Entertainment Network Private Limited (formerly known as Mahadev Den Cable Net Private Limited) |
| 42 | Mahadev Den Cable Network Private Limited |
| 43 | DEN Malayalam Telenet Private Limited |
| 44 | Meerut Cable Network Private Limited |
| 45 | Radiant Satellite (India) Private Limited |
| 46 | Den Rajkot City Communication Private Limited (formerly known as Rajkot City Communication Private Limited) |
| 47 | Shree Ram Den Network Private Limited |
| 48 | Shree Siddhivinayak Cable Network Private Limited |
| 49 | SreeGokulamStarnet Communication Private Limited |
| 50 | United Cable Network (Digital) Private Limited |
| 51 | Crystal Vision Media Private Limited |
| 52 | Ambika Den Cable Network Private Limited |
| 53 | Den Steel City Cable Network Private Limited |
| 54 | Sanmati Den Cable TV Network Private Limited |
| 55 | Multi Channel Cable Network Private Limited |
| 56 | Victor Cable TV Network Private Limited |
| 57 | Gemini Cable Network Private Limited |
| 58 | Antique Communications Private Limited |
| 59 | Sanmati Entertainment Private Limited |
| 60 | VM Magic Entertainment Private Limited |
| 61 | Multi Star Cable Network Private Limited |

| S. No. | Name of the Company |
|--------|---|
| 62 | Disk Cable Network Private Limited |
| 63 | Silverline Television Network Private Limited |
| 64 | Eminent Cable Network Private Limited |
| 65 | Trident Entertainment Private Limited |
| 66 | Rose Entertainment Private Limited |
| 67 | Blossom Entertainment Private Limited |
| 68 | Ekta Entertainment Network Private Limited |
| 69 | Devine Cable Network Private Limited |
| 70 | Nectar Entertainment Private Limited |
| 71 | CCN DEN Network Private Limited |
| 72 | DEN ADN Network Private Limited |
| 73 | Indradhanush Cable Network Private Limited |
| 74 | Adhunik Cable Network Private Limited |
| 75 | Glimpse Communication Private Limited |
| 76 | Multitrack Cable Network Private Limited |
| 77 | Pee Cee Cable Network Private Limited |
| 78 | Libra Cable Network Private Limited |
| 79 | Mahavir Den Entertainment Private Limited |
| 80 | DEN Discovery Digital Networks Private Limited |
| 81 | Jhankaar Cable Network Private Limited |
| 82 | Den Premium Multilink Cable Network Private Limited |
| 83 | Scorpio Cable Network Private Limited |
| 84 | Desire Cable Network Private Limited |
| 85 | Marble Cable Network Private Limited |
| 86 | Augment Cable Network Private Limited |

iii. Other subsidiaries

| S. No. | Name of the Company | 31.03.2015 | 31.03.2014 |
|--------|--|------------|------------|
| 1 | Den Sky Media Network Private Limited | 99% | 99% |
| 2 | Den Narmada Network Private Limited | 97% | 97% |
| 3 | Den Infoking Channel Entertainers Private Limited | 97% | 97% |
| 4 | Den MewarRajdev Cable Network Private Limited | 99% | 95% |
| 5 | Mahadev Den Network Private Limited | 95% | 95% |
| 6 | Den Shiva Cable Network Private Limited | 87% | 87% |
| 7 | DEN Krishna Cable TV Network Private Limited | 74% | 74% |
| 8 | Den Radiant Satellite Cable Network Private Limited | 65% | 65% |
| 9 | DEN Pawan Cable Network Private Limited | 63% | 63% |
| 10 | Den Mahendra Satellite Private Limited | 60% | 60% |
| 11 | Den Satellite Network Private Limited (by virtue of control of composition of Board of Directors) | 50% | 50% |
| 12 | DEN Ambey Cable Networks Private Limited | 60% | 51% |
| 13 | Mansion Cable Network Private Limited | 66% | 51% |

iv. Step down subsidiaries

| S. No. | Name of the Company | 31.03.2015 | 31.03.2014 |
|--|--|------------|------------|
| Den Futuristic Cable Networks Private Limited | | | |
| 1 | Den Faction Communication System Private Limited | 51% | 51% |
| 2 | Den Nanak Communication Private Limited | 51% | 51% |
| 3 | Den Saya Channel Network Private Limited | 51% | 51% |
| 4 | Fun Cable Network Private Limited | 51% | 51% |
| Den Ambey Cable Networks Private Limited | | | |
| 1 | Den AmbeyFarukabad Cable Network Private Limited | 100% | 100% |
| 2 | Den Ambey Jhansi Cable Network Private Limited | 100% | 100% |
| 3 | DEN Prayag Cable Networks Private Limited | 75% | 75% |
| 4 | Melody Cable Network Private Limited | 60% | 60% |
| 5 | Den Ambey Citi Cable Network Private Limited | 51% | 51% |
| 6 | Den Deva Cable Network Private Limited | 51% | 51% |
| 7 | Star Channel Den Network Private Limited | 51% | 51% |
| 8 | Saturn Digital Cable Private Limited | 51% | 51% |
| 9 | Portrait Cable Network Private Limited | 51% | 51% |
| Den Enjoy Cable Networks Private Limited | | | |
| 1 | Den Enjoy Navaratan Network Private Limited | 51% | 51% |
| 2 | DEN Enjoy SBNM Cable Network Private Limited | 51% | 51% |
| Den Kashi Cable Network Private Limited | | | |
| 1 | DivyaDrishti Den Network Private Limited | 51% | 51% |
| 2 | Kishna Den Cable Networks Private Limited | 51% | 51% |
| 3 | Bhadohi DEN Entertainment Private Limited | 51% | 51% |
| Den Satellite Network Private Limited | | | |
| 1 | DEN New Broad Communications Private Limited | 51% | 51% |
| 2 | Den ABC Cable Networks Ambarnath Private Limited | 51% | 51% |
| 3 | Konark IP Dossiers Private Limited | 50% | 50% |
| Amogh Broad Band Services Private Limited | | | |
| 1 | Skynet Cable Network Private Limited | 100% | 100% |

| S. No. | Name of the Company | 31.03.2015 | 31.03.2014 |
|--|---|------------|------------|
| Den Entertainment Network Private Limited | | | |
| 1 | Kerela Entertainment Private Limited | 100% | 100% |
| 2 | Rajasthan Entertainment Private Limited | 100% | 100% |
| 3 | Uttar Pradesh Digital Cable Network Private Limited | 100% | 100% |
| 4 | Capital Entertainment Private Limited | 100% | 100% |
| 5 | Srishti Den Networks Private Limited (Platinum Cable Tv Network Private Limited) | 51% | 51% |
| DEN Aman Entertainment Private Limited | | | |
| 1 | Mountain Cable Network Private Limited | 51% | 51% |
| DEN Malayalam Telenet Private Limited | | | |
| 1 | Den MTN Star Vision Cable Private Limited | 51% | 51% |
| Disk Cable Network Private Limited | | | |
| 1 | Den STN Television Network Private Limited | 51% | 51% |
| 2 | Maitri Cable Network Private Limited | 51% | 100% |
| Eminent Cable Network Private Limited | | | |
| 1 | Angel Cable Network Private Limited | 51% | 51% |
| 2 | ABC Cable Network Private Limited | 51% | 51% |
| Den Sports & Entertainment Private Limited (Formerly Known as IME Networks Private Limited) | | | |
| 1 | Den Soccer Private Limited (Formerly Known as Astron Media Networks Private Limited) | 100% | 100% |

v. Joint venture Companies

| S. No. | Name of the Company | 31.03.2015 | 31.03.2014 |
|--------|--|------------|------------|
| 1 | Star Den Media Services Private Limited | 50% | 50% |
| 2 | Media Pro Enterprise India Private Limited | * | * |
| 3 | Marco Commerce Private Limited | 50% | 50% |

* Joint Venture of Star Den Media Services Private Limited who has 50% controlling interest in the Company. All the entities are incorporated in India.

h. The Company has consolidated the financial statements, of five subsidiary companies based on the financial statements as certified by the management of the subsidiary companies. These have not been audited by the statutory auditors of these entities. These financial statements reflect total assets of Rs. 636.57 million as at 31st March, 2015, total revenues of Rs. 402.06 million, net cash inflows amounting to Rs. 8.90 million and profit after tax amounting to Rs 8.91 million for the year ended on that date as considered in the consolidated financial statements. The management of the Holding Company is of the view that the adjustments, if any, arising out of the audit of the financial statements of these subsidiary companies will not have a material impact on the Consolidated Financial Statements.

2.3 Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts

of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Cash and cash equivalents (for purpose of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items

and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.6 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets of the Company, its India subsidiaries and jointly controlled entities has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc:

| | |
|--|--|
| Building | 60 years |
| Headend and distribution equipment | 6 to 15 years |
| Set Top Boxes (STBs) | 8 years |
| Office and other equipment | 3 to 10 years |
| Furniture and fixtures | 6 years |
| Vehicles | 6 years |
| Leasehold improvements | Lower of the useful life and the period of the lease |
| Fixed assets acquired through | 5 years as business purchase estimated by an approved valuer |
| Intangible assets are amortised over their estimated useful life on straight line method as follows: | |
| Goodwill | 5 years |
| Distribution network rights | 5 years |
| Software | 5 years |
| License fee for internet | Over the period service of license Agreement |
| Non-compete fees | 5 years |

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

2.7 Revenue recognition

i. Income from operations

1. Service revenue comprises subscription income from digital and analog subscribers, placement of channels, advertisement revenue, fees for rendering management, technical and consultancy services and other related services. Income from services is recognised upon completion of services as per the terms of contracts with the customers. Period based services are accrued and recognised pro-rata over the contractual period.
2. Activation fees on STBs is recognised on activation of boxes once issued to customers.
3. Amounts billed for services in accordance with contractual terms but where revenue is not recognised, have been classified as advance billing and disclosed under current liabilities.
4. Revenue from prepaid internet service plans, which are active at the end of accounting period, is recognised on time proportion basis.
5. Commission income is recognised based on the terms of the agreement.

ii. Sale of equipment

Revenue for sale of equipment is recognised on delivery to customers which coincide with transfer of significant risks and rewards of ownership of the equipment. The time of transfer and the amount is determined based on the arrangement between the parties involved.

In case of VAT collected on sales, exclusive method is followed, where sales and expenditure will not include VAT. VAT collected is disclosed under current liabilities and not routed through Consolidated Statement of Profit and Loss.

2.8 Other income

1. Profit on sale of investments in mutual funds is recorded on transfer of risk and rewards from the Group and is determined as the difference between the sales price and the carrying value of the investment.
2. Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.9 Tangible assets

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax

authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work-in-progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Intangible assets

1. Intangible assets acquired in business acquisitions are stated at fair value as determined by the management of the Group on the basis of valuation by expert valuers, less accumulated amortisation.
2. Other intangible assets are stated at cost of acquisition less accumulated amortisation. The actual cost capitalised includes purchase price, and all other attributable costs of bringing the assets to working condition for intended use.

2.11 Foreign currency transactions and translations

a. Initial recognition

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

b. Measurement at the balance sheet date

Foreign currency monetary items of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Group are carried at historical cost.

c. Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Consolidated Statement of Profit and Loss.

d. Exchange difference on long-term foreign currency monetary items

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange difference is amortised over the maturity period / upto the date of

settlement of such monetary items, whichever is earlier, and charged to the Consolidated Statement of Profit and Loss.

2.12 Investments

Trade investments are investments made to enhance the Group's business interests. Investments are classified either as long term or current investments, based on management's intention at the time of purchase. Long-term investments are stated at cost less provision for other than temporary diminution in the carrying value, as determined separately for each investment. Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

2.13 Employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

a. Defined contribution plans

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

b. Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

c. Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange of services rendered by employees are recognised during the year when the employee renders the services. These benefits include salaries, bonus, leave travel allowance and performance incentives.

d. Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

2.14 Employee share based payments

The Group has formulated Employee Stock Option Schemes (ESOS) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations 2014. The Schemes provide for grant of options to employees of the Company and its subsidiaries to acquire equity shares of the Group that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines; the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortised on a straight-line basis over the vesting period.

The Company has constituted Employee Stock Option Plan 2010 (“ESOP 2010”) and Employee Stock Option Plan 2014 (“ESOP 2014”). Employee Stock Options granted on or after 1 April, 2005 are accounted under the ‘Intrinsic Value Method’ stated in the Guidance Note on Employee Share Based Payments issued by the Institute of Chartered Accountants of India.

2.15 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Consolidated Statement of Profit and Loss over the tenure of the loan.

2.16 Segment information**a. Business segments**

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue,

segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”. (See also note 28)

b. Geographical segments

Secondary segmental reporting is performed on the basis of the geographical location of customers i.e. within India and overseas.

2.17 Leases

Where the Group as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Group in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Group are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the 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 the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

2.18 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary

operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.19 Taxes on income

Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the applicable tax rates and the provisions of Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the Consolidated Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the entity.

2.20 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment

is recognised for such excess amount. The impairment loss is recognised as an expense in the Consolidated Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss, to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

2.21 Provisions and contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.22 Share issue expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account is expensed in the Consolidated Statement of Profit and Loss.

2.23 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/ utilizing the credits.

2.24 Operating Cycle

Based on the nature of activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

| Particulars | As at | |
|---|--------------------------------|--------------------------------|
| | 31.03.2015 (Rs. in million) | 31.03.2014 (Rs. in million) |
| 3. SHARE CAPITAL | | |
| A. AUTHORISED | | |
| 200,000,000 (Previous year 200,000,000) equity shares of Rs. 10 each with voting rights | 2,000.00 | 2,000.00 |
| B. ISSUED, SUBSCRIBED AND FULLY PAID UP | | |
| 178,199,806 (Previous year 178,199,806) equity shares of Rs. 10 each fully paid up with voting rights | 1,782.00 | 1,782.00 |
| Less : Amount recoverable from DNL Employee Welfare Trust [457,931 (Previous year 632,942) number of shares issued to trust @ Rs. 10 per share] | 4.58 | 6.33 |
| | 1,777.42 | 1775.67 |

Of the above:

- 72,475,520 equity shares of Rs. 10 each were issued in 2009-10 as bonus shares in the ratio of 4:1 for every one equity share by utilisation of securities premium.
- In 2009-10, the Company issued bonus shares for 39,993,000 .001% Cumulative Convertible Preference Shares of Rs. 10 each in the ratio of one share for every ten .001% Cumulative Convertible Preference Shares held by its shareholders by utilisation from the securities premium account resulting into total of 43,992,300 .001% Cumulative Convertible Preference Shares. These shares were subsequently converted into 13,361,361 fully paid up equity shares of Rs. 10 each in 2009-10.
- 4,019,606 fully paid up equity shares of Rs. 10 each at premium of Rs. 185 were issued in 2009-10 against consideration payable towards investments made in subsidiary companies.
- Reconciliation of the number and amount of equity shares outstanding at the beginning and at the end of the year:

| Particulars | As at | | As at | |
|---|--------------------|-------------------------|--------------------|-------------------------|
| | 31.03.2015 | | 31.03.2014 | |
| | No. of Shares | Amount (Rs. in million) | No. of Shares | Amount (Rs. in million) |
| Opening balance | 178,199,806 | 1,782.00 | 134,024,101 | 1,340.24 |
| Add : Allotment under Qualified Institutional Placement (QIP) as per chapter VIII of SEBI (ICDR) Regulations, 2009. | - | - | 12,466,321 | 124.66 |
| Add : Allotment under Preferential Issue as per Chapter VII of SEBI (ICDR) Regulations, 2009. | - | - | 31,709,384 | 317.10 |
| Closing Balance | 178,199,806 | 1,782.00 | 178,199,806 | 1,782.00 |

- Details of shares held by each shareholder holding more than 5% shares:

| Particulars | As at | | As at | |
|--|-------------------|--------------|-------------------|--------------|
| | 31.03.2015 | | 31.03.2014 | |
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Equity shares with voting rights: | | | | |
| Sameer Manchanda | 46,654,550 | 26.18% | 46,654,550 | 26.18% |
| Broad Street Investment (Singapore) Pte. Ltd. | 28,826,713 | 16.18% | 28,826,713 | 16.18% |
| Lucid Systems Private Limited | 16,000,000 | 8.98% | 16,000,000 | 8.98% |
| Acacia Banyan Partners (directly/through affiliates) | 11,000,000 | 6.17% | - | 0.00% |

- “As at 31st March, 2015 11,053,394 shares (As at 31st March, 2014 1,693,404 shares) were reserved for issuance as follows:
 - 1,680,000 shares (As at 31st March, 2014; 450,000 shares) of Rs. 10 each towards outstanding employee stock options granted under Employee Stock Option Plan 2010[™] and 4,450,000 shares (As at 31st March, 2014 Nil shares) of Rs. 10 each towards outstanding employee stock options granted under Employee Stock Option Plan-B 2014. (Refer Note 36)
 - 463,404 shares (As at 31st March, 2014; 1,693,404 shares) of Rs. 10 each towards outstanding employee stock options available for grant under Employee Stock Option Plan 2010, 4,995 shares (As at 31st March, 2014 Nil shares) of Rs. 10 each towards outstanding employee stock options available for grant under Employee Stock Option Plan-B 2014 and 4,454,995 shares (As at 31st March, 2014 Nil shares) of Rs. 10 each towards outstanding employee stock options available for grant under Employee Stock Option Plan-A 2014.”

g. Other disclosures

The Company has one class of equity shares having a par value of Rs. 10 per share. Each equity shareholder is eligible for one vote per share held and dividend as and when declared by the Company. Interim Dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholder’s approval. Dividends are paid in Indian Rupees. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion to their shareholding.

| Particulars | | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|--|----------------|---|---|
| 4. RESERVES AND SURPLUS | | | |
| a. Securities premium | | | |
| i. Opening balance | | 15,138.97 | 6,176.00 |
| ii. Add: Premium on shares issued during the year | | - | 9,166.46 |
| iii. Less : Utilised during the year for writing off share issue expenses (Net of Deferred tax assets of Rs. Nil (Previous year Rs. 76.00 million) | | 2.72 | 203.49 |
| iv. Closing balance | | 15,136.25 | 15,138.97 |
| v. Less : Amount recoverable from DNL Employee Welfare Trust [457,931 (Previous year 632,942) number of shares issued to trust @ Rs. 20 per share] | | 9.16 | 12.66 |
| | (A) | 15,127.09 | 15,126.31 |
| b. General reserve | (B) | 208.69 | 208.69 |
| c. Surplus / (Deficit) in Consolidated Statement of Profit and Loss | | | |
| i. Opening balance | | 1,444.35 | 1,064.82 |
| ii. Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (See Note 44) | | 17.80 | - |
| iii. Add: Profit / (Loss) for the year | | (1,440.21) | 383.99 |
| | | (13.66) | 1,448.81 |
| iv. Dividend distribution tax | | (5.45) | (4.46) |
| v. Closing balance | (C) | (19.11) | 1,444.35 |
| | (A+B+C) | 15,316.67 | 16,779.35 |
| Share of Jointly controlled entities (See Note 40) | | 355.33 | 366.19 |
| 5. LONG-TERM BORROWINGS | | | |
| a. Term loans (Secured) | | | |
| i. from banks (See footnote i) | | 315.18 | 530.33 |
| ii. from financial institution (See footnote ii) | | 800.00 | 1,200.00 |
| iii. from other parties (See footnote iii) | | 1,198.79 | 750.53 |
| b. Long-term maturities of finance lease obligations (See note 32) | | 1,054.35 | 1,973.45 |
| (Secured by hypothecation of assets purchased under finance lease agreement and payable in equal monthly installments. Applicable rate of interest is 8.55%) | | | |
| c. Other loans | | | |
| Vehicle loans | | 8.89 | 4.99 |
| (Secured by hypothecation of vehicles and payable in equal monthly installments. The loan is repayable in 1 to 37 installments ending in Jan-2017. Applicable rate of interest is 9.71% to 10.96%) | | | |
| d. Unsecured (See footnote iv) | | 2.49 | 5.08 |
| Share of Jointly controlled entities (See Note 40) | | 3,379.70 | 4,464.38 |

Details of terms of repayment for the long-term borrowings and security provided in respect of the secured borrowings:

Footnotes

| Secured | As at 31.03.2015 | | As at 31.03.2014 | |
|--|------------------|---------------------------------------|------------------|---------------------------------------|
| | Long-Term debts | Current Maturities of long-term debts | Long-Term debts | Current Maturities of long-term debts |
| <p>i. Term loan from banks are secured as follows: By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. The loan outstanding as at balance sheet date is repayable in 2 quarterly installments commencing from June-2015 and ending in September-2015. Applicable rate of interest is 14.50%.</p> | - | 54.81 | 54.97 | 110.00 |
| <p>By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. This loan is further guaranteed by Mr. Sameer Manchanda (Chairman and Managing Director of the Company). The loan outstanding as at balance sheet date is repayable in 4 quarterly installments commencing from April-2015 and ending in January-2016. Applicable rate of interest is 13.00%.</p> | - | 184.88 | 184.88 | 185.00 |
| <p>By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. The loan outstanding as at balance sheet date is repayable in 9 quarterly installments commencing from April-2015 and ending in April-2017. Applicable rate of interest is 13.00%.</p> | 78.18 | 65.00 | 139.61 | 65.00 |
| <p>By first pari passu charge on fixed assets of a subsidiary company and second pari passu charge on all current assets of a subsidiary company. This loan is further guaranteed by security of director of subsidiary company and letter of comfort by Holding Company. The loan outstanding as at balance sheet date is repayable in 24 quarterly installments commencing from October-2015 and ending in September-2021. Applicable rate of interest is 13.25%.</p> | 2.48 | - | - | - |
| <p>By first pari passu charge on fixed assets of the Company (existing and proposed) and second pari passu charge on all current assets of the Company. The loan outstanding as at balance sheet date is repayable in 14 quarterly installment commencing from June-2015 and ending in September-2018. Applicable rate of interest is 13.00%.</p> | 141.87 | 56.76 | 58.22 | - |
| <p>By first pari passu charge on entire fixed assets of the Company (existing and proposed) and second pari passu charge on entire current assets of the Company. The loan outstanding as at balance sheet date is repayable in 8 quarterly installment commencing from April-2016 and ending in January-2018. Applicable rate of interest is 12.30%.</p> | 92.65 | - | 92.65 | - |
| | 315.18 | 361.45 | 530.33 | 360.00 |
| <p>ii. Term loan from financial institution is secured as follows: By first pari passu charge on fixed assets of the Company (existing and proposed) and first pari passu charge on all current assets of the Company. Pledge of shares held by the Company in its Subsidiaries, both present and future. The loan outstanding as at balance sheet date is repayable in 12 quarterly installments commencing from May-2015 and ending in March-2018. Applicable rate of interest is 11.50%.</p> | 800.00 | 400.00 | 1,200.00 | 400.00 |

| Secured | As at 31.03.2015 | | As at 31.03.2014 | |
|---|------------------|---------------------------------------|------------------|---------------------------------------|
| | Long-Term debts | Current Maturities of long-term debts | Long-Term debts | Current Maturities of long-term debts |
| iii. Term loan from others This term loan from Cisco Systems Capital India Private Limited is secured by first and exclusive charge in respect of the fixed assets acquired under the loan agreement. The loan outstanding as at balance sheet date is repayable in 47 equal monthly installments commencing from April-2015 and ending in February-2019. Applicable rate of interest is 8.55%. | 1,198.79 | 905.43 | 750.53 | 235.83 |
| | 2,313.97 | 1,666.88 | 2,480.86 | 995.83 |
| Unsecured | | | | |
| iv. Long-term maturities of other loans This unsecured loan outstanding as at balance sheet date from Cisco Systems Capital India Private Limited is payable in 32 monthly installments commencing from April-2015 and ending in November-2017. Applicable rate of interest is 8.55%. | 2.49 | 2.59 | 5.08 | 2.59 |
| | 2.49 | 2.59 | 5.08 | 2.59 |
| v. For the current maturities of long term borrowings, see items (a) to (e) in Note 10 Other current liabilities | | | | |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|--|---|---|
| 6. | OTHER LONG TERM LIABILITIES | | |
| | a. Security deposits received | 3.53 | 3.47 |
| | b. Advances from customers | 0.85 | 1.25 |
| | c. Others | 0.37 | 0.37 |
| | | 4.75 | 5.09 |
| | Share of Jointly controlled entities (See Note 40) | - | - |
| 7. | LONG-TERM PROVISIONS | | |
| | a. Provision for employee benefits | | |
| | i. Provision for compensated absences | 30.29 | 26.90 |
| | ii. Provision for gratuity [See note 34 (B)(i)] | 69.04 | 54.65 |
| | | 99.33 | 81.55 |
| | Share of Jointly controlled entities (See Note 40) | 0.08 | - |
| 8. | SHORT-TERM BORROWINGS | | |
| | a. Loans repayable on demand from banks | | |
| | from banks | | |
| | Secured* | 492.94 | 486.56 |
| | b. Other Loans | | |
| | Unsecured | 253.38 | 222.16 |
| | | 746.32 | 708.72 |
| | Share of Jointly controlled entities (See Note 40) | - | - |
| | *secured by first pari passu charge on current assets of the Company both existing and future and second pari passu charge on all fixed assets of the Company both existing and future. Applicable rate of interest is 12.30% to 13.00%. | | |
| 9. | TRADE PAYABLES | 2,765.70 | 3,114.74 |
| | Share of Jointly controlled entities (See Note 40) | 462.37 | 1,452.68 |
| 10. | OTHER CURRENT LIABILITIES | | |
| | a. Current maturities of secured term loans (See footnote i below) | 1,666.88 | 995.83 |
| | b. Buyers credit on imports (See footnote ii below) | 3,649.50 | 3,225.17 |
| | c. Current maturities of finance lease obligations (See footnote i below and Note 32) | 529.54 | 847.06 |
| | d. Current maturities of other secured loans (See footnote i below) | 4.36 | 3.38 |
| | e. Current maturities of other unsecured loans (See footnote i below) | 2.59 | 2.59 |
| | f. Balance consideration payable on investments | 7.23 | 23.70 |
| | g. Interest accrued and due on borrowings | 42.07 | 22.25 |
| | h. Interest accrued but not due on borrowings | 42.83 | 59.52 |
| | i. Advance billings | 208.00 | 200.90 |
| | j. Application money received for allotment of securities in excess of authorised share capital | - | 30.14 |
| | k. Other payables | | |
| | i. Statutory remittances | 612.01 | 380.82 |
| | ii. Payables on purchase of fixed assets | 406.11 | 871.62 |
| | iii. Security deposits received | 14.50 | 19.84 |
| | iv. Book overdraft | 450.79 | 498.99 |
| | v. Advances from customers | 82.00 | 77.61 |
| | vi. Others | 3.73 | 0.31 |
| | | 7,722.14 | 7,259.73 |
| | Share of Jointly controlled entities (See Note 40) | 24.89 | 128.37 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|--|---|---|
| | Footnotes | | |
| | i. See note 5 (Long-term borrowings) for details of security and guarantee | | |
| | ii. Secured by first pari passu charge on fixed assets of the Company (existing and proposed) & second pari passu charge on all current assets of the Company. | 3,649.50 | 3,225.17 |
| 11. | SHORT-TERM PROVISIONS | | |
| a. | Provision for employee benefits | | |
| | i. Provision for compensated absences | 2.94 | 8.73 |
| | ii. Provision for gratuity [See note 34 (B)(i)] | 4.69 | 3.33 |
| | | 7.63 | 12.06 |
| b. | Provision - others | | |
| | i. Wealth tax [net of advance tax of Rs. 0.58 million (Previous year Rs. 0.43 million)] | 0.11 | 0.13 |
| | ii. Provision for tax [net of advance tax of Rs. 345.20 million (Previous year Rs. Nil)] | 56.89 | - |
| | iii. Others | 9.08 | - |
| | | 66.08 | 0.13 |
| | | 73.71 | 12.19 |
| | Share of Jointly controlled entities (See Note 40) | 12.23 | 8.82 |

12. FIXED ASSETS (AT COST)*

| Particulars | GROSS BLOCK | | | | DEPRECIATION/AMORTISATION | | | | NET BLOCK | | |
|--|-----------------------------|------------------------|--------------------|--|-----------------------------|---|--------------------|--|--|--|------------------------|
| | Balance as at 1 April, 2014 | Additions | Sales/ Adjustments | Balance as at 31 st March, 2015 | Balance as at 1 April, 2014 | Depreciation/ amortisation expense for the year | Sales/ Adjustments | Other Adjustments/ Transition Adjustments recorded against Surplus balance in Statement of Profit and Loss | Balance as at 31 st March, 2015 | Balance as at 31 st March, 2014 | |
| A. Tangible assets | | | | | | | | | | | |
| a. Buildings | 29.22 (34.12) | - | 19.41 (4.90) | 9.81 (29.22) | 0.58 (0.72) | 0.11 (0.12) | - (0.26) | - (-) | 0.69 (0.58) | 9.12 (28.64) | 28.64 (33.40) |
| b. Leasehold improvements | 103.47 (102.84) | 9.47 (5.06) | 3.77 (4.43) | 109.17 (103.47) | 95.72 (94.13) | 5.65 (6.01) | 3.52 (4.42) | - (-) | 97.85 (95.72) | 11.32 (7.75) | 7.75 (8.71) |
| c. Plant and machinery | | | | | | | | | | | |
| i. Headend and distribution equipment | | | | | | | | | | | |
| - owned | 2,841.14 (2,558.27) | 558.56 (363.07) | 17.15 (80.20) | 3,382.55 (2,841.14) | 1,101.09 (834.28) | 315.64 (293.72) | 6.12 (26.91) | 0.47 (-) | 1,411.08 (1,101.09) | 1,971.47 (1,740.05) | 1,740.05 (1,723.99) |
| - taken under finance lease (See note 32) | 59.73 (51.37) | 127.39 (8.68) | - (0.32) | 187.12 (59.73) | 9.74 (2.06) | 13.78 (7.70) | - (0.02) | - (-) | 23.52 (9.74) | 163.60 (49.99) | 49.99 (49.31) |
| ii. Set top boxes | | | | | | | | | | | |
| - owned | 7,922.56 (4,272.12) | 1,476.04 (4,346.42) | 104.93 (695.98) | 9,293.67 (7,922.56) | 1,218.53 (627.15) | 1,091.50 (697.40) | 11.76 (106.02) | - (-) | 2,298.27 (1,218.53) | 6,995.40 (6,704.03) | 6,704.03 (3,644.97) |
| - taken under finance lease (See note 32) | 2,402.62 (1,788.86) | 139.17 (981.00) | - (367.24) | 2,541.79 (2,402.62) | 373.09 (30.91) | 305.56 (359.88) | - (17.70) | - (-) | 678.65 (373.09) | 1,863.14 (2,029.53) | 2,029.53 (1,757.95) |
| iii. Modems and routers | | | | | | | | | | | |
| - owned | - (-) | 16.72 (-) | - (-) | 16.72 (-) | - (-) | 0.83 (-) | - (-) | - (-) | 0.83 (-) | 15.89 (-) | - (-) |
| - taken under finance lease (See note 32) | - (-) | 11.94 (-) | - (-) | 11.94 (-) | - (-) | 0.94 (-) | - (-) | - (-) | 0.94 (-) | 11.00 (-) | - (-) |
| iv. Computers | 86.61 (69.75) | 20.02 (19.78) | 2.96 (2.92) | 103.67 (86.61) | 47.54 (36.99) | 19.89 (12.83) | 1.71 (2.28) | 4.11 (-) | 69.83 (47.54) | 33.84 (39.07) | 39.07 (32.76) |
| v. Office & other equipment | 71.57 (63.48) | 8.22 (8.26) | 2.07 (0.17) | 77.72 (71.57) | 42.99 (34.24) | 23.32 (8.86) | 1.64 (0.11) | 13.11 (-) | 77.78 (42.99) | (0.06) (28.58) | 28.58 (29.24) |

| Particulars | GROSS BLOCK | | | DEPRECIATION/AMORTISATION | | | | NET BLOCK | | |
|--------------------------------------|-----------------------------|------------------------|----------------------|--|-----------------------------|---|--------------------|--|--|--|
| | Balance as at 1 April, 2014 | Additions | Sales/ Adjustments | Balance as at 31 st March, 2015 | Balance as at 1 April, 2014 | Depreciation/ amortisation expense for the year | Sales/ Adjustments | Other Adjustments/ Transition Adjustments recorded against Surplus balance in Statement of Profit and Loss | Balance as at 31 st March, 2015 | Balance as at 31 st March, 2014 |
| d. Furniture and fixtures | 52.86 (41.57) | 4.33 (13.38) | 0.88 (2.09) | 56.31 (52.86) | 28.98 (22.98) | 7.47 (8.01) | 0.71 (2.01) | 0.09 (-) | 35.83 (28.98) | 20.48 (23.88) |
| e. Vehicles | 49.15 (42.92) | 9.24 (8.28) | 2.21 (2.05) | 56.18 (49.15) | 23.55 (18.44) | 7.69 (7.01) | 1.76 (1.90) | 0.02 (-) | 29.50 (23.55) | 26.68 (25.60) |
| Total (A) | 13,618.93 (9,025.30) | 2,381.10 (5,753.93) | 153.38 (1,160.30) | 15,846.65 (13,618.93) | 2,941.81 (1,701.90) | 1,792.38 (1,401.54) | 27.22 (161.63) | 17.80 (-) | 4,724.77 (2,941.81) | 11,121.88 (7,323.40) |
| B. Intangible assets (Others) | | | | | | | | | | |
| a. Goodwill | 54.94 (56.16) | 0.95 (-) | - (1.22) | 55.89 (54.94) | 26.88 (24.32) | 2.37 (3.65) | - (1.09) | - (-) | 29.25 (26.88) | 26.64 (31.84) |
| b. Distribution network rights | 607.70 (596.69) | 67.41 (11.99) | - (0.98) | 675.11 (607.70) | 521.92 (458.89) | 59.54 (63.28) | - (0.25) | - (-) | 581.46 (521.92) | 93.65 (85.78) |
| c. Software | 31.55 (28.84) | 12.60 (2.71) | - (-) | 44.15 (31.55) | 22.08 (16.91) | 5.01 (5.17) | - (-) | - (-) | 27.09 (22.08) | 17.06 (9.47) |
| d. Licence fee for internet service | 2.01 (2.01) | - (-) | - (-) | 2.01 (2.01) | 1.19 (1.10) | 0.09 (0.09) | - (-) | - (-) | 1.28 (1.19) | 0.73 (0.91) |
| e. Non Compete Fees | 2.00 (2.00) | 0.50 (-) | - (-) | 2.50 (2.00) | 1.87 (1.70) | 0.09 (0.17) | - (-) | - (-) | 1.96 (1.87) | 0.54 (0.30) |
| Total (B) | 698.20 (685.70) | 81.46 (14.70) | - (2.20) | 779.66 (698.20) | 573.94 (502.92) | 67.10 (72.36) | - (1.34) | - (-) | 641.04 (573.94) | 138.62 (124.26) |
| Grand Total (A+B) | 14,317.13 (9,711.00) | 2,462.56 (5,768.63) | 153.38 (1,162.50) | 16,626.31 (14,317.13) | 3,515.75 (2,204.82) | 1,859.48 (1,473.90) | 27.22 (162.97) | 17.80 (-) | 5,365.81 (3,515.75) | 11,260.50 (10,801.38) |
| Previous year (C+D) | 13.82 (13.15) | 7.45 (1.45) | 9.32 (0.78) | 11.95 (13.82) | 10.27 (6.50) | 1.46 (4.48) | 7.31 (0.71) | - (-) | 4.42 (10.27) | 7.53 (3.55) |

* Figures in bracket relates to previous year

** As per Schedule II of Companies Act, 2013, useful life of certain assets has been revised resulting in Rs. 13.86 million addition in depreciation block of those assets whose useful life has been over. The same has been adjusted against retained earnings

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|---|---|---|
| 13. | LONG-TERM LOANS AND ADVANCES (UNSECURED) | | |
| | i. Considered good | | |
| | a. Capital advances | 217.37 | 140.95 |
| | b. Advance for investments | 409.48 | 424.10 |
| | c. Security deposits | 99.08 | 87.37 |
| | d. Loans and advances to employees | 0.03 | 0.01 |
| | e. Prepaid expenses | 28.83 | 41.23 |
| | f. Advance tax [including tax deducted at source Rs. 1,746.88 million (Previous year Rs. 1,183.20 million) (net of provision Rs. 890.98 million (Previous year Rs. 1,103.39 million)] | 1,737.03 | 1,293.73 |
| | g. MAT credit entitlement | 23.65 | 31.90 |
| | h. Other loans and advances | 12.75 | 8.53 |
| | i. Deposits against cases with | | |
| | i. Sales tax authorities | 57.54 | 37.85 |
| | ii. Entertainment tax authorities | 105.52 | 15.04 |
| | iii. Entry tax authorities | 4.91 | 5.72 |
| | ii. Considered doubtful | | |
| | a. Advance for investments | 55.05 | 54.25 |
| | | 2,751.24 | 2,140.68 |
| | Less: Provision for doubtful advances | 55.05 | 54.25 |
| | | 2,696.19 | 2,086.43 |
| | Share of Jointly controlled entities (See Note 40) | 592.29 | 569.39 |
| 14. | OTHER NON-CURRENT ASSETS | | |
| | a. Deposits with banks with more than 12 months maturity* | 183.52 | 232.23 |
| | | 183.52 | 232.23 |
| | Share of Jointly controlled entities (See Note 40) | - | - |
| | * Under lien as margin money with bank for term loans Rs. Nil (Previous year Rs. 119.95 million) | | |
| 15. | CURRENT INVESTMENTS (AT COST) | | |
| | a. Unquoted - Investments in units of mutual funds (at lower of cost or fair value) (other than trade)** | | |
| | 1. Nil (Previous year 1,461,629) units of Rs. 53.96 in Birla Sun Life Income Plus Growth Regular Plan | - | 78.87 |
| | 2. 221,644 (Previous year 232,437) units of Rs. 1,691.90 in IDFC Cash Fund Growth* | 375.00 | 358.00 |
| | 3. Nil (Previous year 1,727,920) units of Rs. 29.42 in IDFC Super Saver Income Fund Investment Plan Growth Regular Plan | - | 50.84 |
| | 4. Nil (Previous year 160,956) units of Rs. 1,754.59 in Reliance Money Manager fund Growth Option | - | 282.41 |
| | 5. Nil (Previous year 710,334) units of Rs. 307.98 in Birla Sunlife Cash Manager-Growth -Regular plan | - | 218.77 |
| | 6. Nil (Previous year 5,000,000) units of Rs. 10 in Birla Sun Life Fixed Term Plan Series HB Regular Growth | - | 50.00 |
| | 7. 20,000,000 (Previous year 20,000,000) units of Rs. 10 in Birla Sunlife Fixed Term Plan -Series IU (527 days)-Gr.Regular*** | 200.00 | 200.00 |
| | 8. Nil (Previous year 7,000,000) units of Rs. 10 in Birla Sunlife Interval Income Fund Annual Plan IX Gr Regular | - | 70.00 |
| | 9. Nil (Previous year 10,469,794) units of Rs. 10 in Birla Sunlife Fixed term Plan -Series KF(368 days) Gr Regular | - | 104.70 |
| | 10. 10,642,488 (Previous year 10,642,488) units of Rs. 10 in DWS FMP sr-49-Regular Plan -growth*** | 106.42 | 106.43 |

| | | |
|---|-----------------|-----------------|
| 11. Nil (Previous year 10,000,000) units of Rs. 10 in DSP Black Rock FMP Series 126-12 M -Reg - Growth | - | 100.00 |
| 12. Nil (Previous year 30,674) units of Rs. 1,735.91 in DSP Black Rock Money Manager Fund Regular Plan Growth | - | 53.25 |
| 13. Nil (Previous year 10,000,000) units of Rs. 10 in HDFC FMP 370D Feb 2014(1) sr-29 reg growth | - | 100.00 |
| 14. Nil (Previous year 10,000,000) units of Rs. 10 in DWS Fixed Maturity Plan Series -39 -Regular Plan -Growth | - | 100.00 |
| 15. Nil (Previous year 3,943,926) units of Rs. 20.76 in L&T Ultra Short Term Growth | - | 81.89 |
| 16. 5,000,000 (Previous year 5,000,000) units of Rs. 10 in HDFC FMP 538D Nov 2013 (1) series 28-Regular -Growth*** | 50.00 | 50.00 |
| 17. Nil (Previous year 2,918,661) units of Rs. 16.83 in ICICI Income Opportunities Fund Regular Plan Growth | - | 49.13 |
| 18. 20,000,000 (Previous year 20,000,000) units of Rs. 13.43 in L&T FMP Series 9-Plan E Growth*** | 200.00 | 200.00 |
| 19. Nil (Previous year 20,000,000) units of Rs. 10 in ICICI Prudential FMP Series 70-367 days Plan N regular Plan Cumulative | - | 200.00 |
| 20. Nil (Previous year 10,089,487) units of Rs. 10 in ICICI Prudential FMP Series 71 -366 D Plan C regular Plan Cumulative | - | 100.89 |
| 21. 5,000,000 (Previous year 5,000,000) units of Rs. 10 in ICICI Prudential FMP Series 71 -525 days Plan D regular Plan Cumulative*** | 50.00 | 50.00 |
| 22. Nil (Previous year 8,121,351) units of Rs. 10 in IDFC Fixed Term Plan Series 24 regular Plan | - | 81.21 |
| 23. Nil (Previous year 10,000,000) units of Rs. 10 in Reliance Fixed Horizon Fund XXV- sr 24 Growth Plan | - | 100.00 |
| 24. Nil (Previous year 20,065,603) units of Rs. 10 in L&T FMP Series 9-Plan-G Growth | - | 200.66 |
| 25. 5,000,000 (Previous year 5,000,000) units of Rs. 10 in L&T FMP Series 10 Plan H*** | 50.00 | 50.00 |
| 26. Nil (Previous year 5,385,846) units of Rs. 12.28 in L&T Triple Ace Bond Fund Bonus Original | - | 66.11 |
| 27. Nil (Previous year 5,000,000) units of Rs. 10 in Reliance Fixed Horizon Fund XXIV Sr 4 Growth Plan | - | 50.00 |
| 28. Nil (Previous year 6,674,152) units of Rs. 23.55 in Reliance Short Term Fund- Growth Plan- Growth Option | - | 157.17 |
| 29. 20,000,000 (Previous year 20,000,000) units of Rs. 10 in SBI Debt Fund Series -18 Month 13 -Regular -Growth*** | 200.00 | 200.00 |
| 30. Nil (Previous year 10,435,651) units of Rs. 10 in SBI Debt Fund Series -366 days 47 Regular Plan -Growth | - | 104.36 |
| 31. ICICI Prudential Liquid - Growth | 104.91 | 90.00 |
| 32. Birla Sun Life Cash Plus - Growth | 94.48 | 90.00 |
| 33. Reliance Liquid Fund Treasury Plan of Rs 100 fully paid up | 21.43 | - |
| Aggregate of unquoted - current investment in units of mutual funds (A) | 1,452.24 | 3,794.69 |
| b. Other investments (B) | 0.06 | - |
| (A+B) | 1,452.30 | 3,794.69 |
| Share of Jointly controlled entities (See Note 40) | 220.82 | 180.00 |

* 221,644 units (Previous year 232,437 units) are under lien with IDFC for term loan taken

** Having total NAV of Rs. 1,359.35 million (Previous year Rs. 3,876.86 million)

*** 85,642,488 units are under lock in period having total value of Rs. 856.42 million

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|--|---|---|
| 16. | TRADE RECEIVABLES (UNSECURED) | | |
| | a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment | | |
| | i. Considered good | 1,192.49 | 1,273.33 |
| | ii. Considered doubtful | 565.96 | 490.75 |
| | | 1,758.45 | 1,764.08 |
| | Less: Provision for doubtful trade receivables | 565.96 | 490.75 |
| | | 1,192.49 | 1,273.33 |
| | b. Other trade receivables | | |
| | i. Considered good | 2,787.57 | 2,645.89 |
| | ii. Considered doubtful | 81.45 | 49.49 |
| | | 2,869.02 | 2,695.38 |
| | Less: Provision for doubtful trade receivables | 81.45 | 49.49 |
| | | 2,787.57 | 2,645.89 |
| | | 3,980.06 | 3,919.22 |
| | Share of Jointly controlled entities (See Note 40) | 16.43 | 352.60 |
| 17. | CASH AND CASH EQUIVALENTS | | |
| | A. Cash and cash equivalents (as per AS-3 Cash Flow Statement) | | |
| | a. Cash on hand | 114.42 | 110.08 |
| | b. Cheques on hand | 4.90 | 559.75 |
| | c. Balance with scheduled banks | | |
| | i. in current accounts | 1,341.37 | 1,666.12 |
| | ii. in deposit accounts | | |
| | - original maturity of 3 months or less | 43.23 | 126.37 |
| | | (A) | 2,462.32 |
| | B. Other bank balances | | |
| | i. in deposit accounts | | |
| | - original maturity more than 3 months** | 6,701.92 | 6,159.93 |
| | - original maturity of 3 months or less** | - | 7.50 |
| | | (B) | 6,167.43 |
| | | (A+B) | 8,629.75 |
| | Share of Jointly controlled entities (See Note 40) | 67.91 | 620.59 |
| | Footnotes | | |
| | * a. Under lien as security with: | | |
| | - Tax authorities for statutory registrations | - | 0.27 |
| | - Financial Institutions as Debt Service Reserve Account | - | 30.96 |
| | - Financial Institution to secure term loan to subsidiaries | 80.00 | 50.00 |
| | b. Include deposits with remaining maturity of more than 12 months from the balance sheet date | 72.52 | 177.00 |
| | c. Under lien as margin money with banks against letters of credit/ bank guarantees/ term loans. | 2,170.22 | 1,007.73 |
| | ** Under lien as margin money with banks against letters of credit/ bank guarantees/ term loans. | - | 7.50 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|------------|---|---|---|
| 18. | SHORT-TERM LOANS AND ADVANCES (UNSECURED) | | |
| | i. Considered good | | |
| | a. Security deposits | 13.19 | 21.78 |
| | b. Loans to employees | 2.92 | 7.21 |
| | c. Prepaid expenses | 88.74 | 72.26 |
| | d. Balances with government authorities | | |
| | i. CENVAT credit receivable | 193.21 | 346.07 |
| | ii. VAT credit receivable | 25.00 | 40.82 |
| | iii. Service Tax credit receivable | 190.18 | 310.33 |
| | iv. Others | 5.80 | 13.48 |
| | | 414.19 | 710.70 |
| | e. Other loans and advances | 137.62 | 222.78 |
| | ii. Considered doubtful | | |
| | a. Other loans and advances | 2.50 | 2.50 |
| | b. Balances with government authorities | | |
| | i. Service Tax credit receivable | 34.00 | 35.67 |
| | | 36.50 | 38.17 |
| | Less: Provision for doubtful loans and advances | 36.50 | 38.17 |
| | | 656.66 | 1,034.73 |
| | Share of Jointly controlled entities (See Note 40) | 16.39 | 44.50 |
| 19. | OTHER CURRENT ASSETS (Unsecured, Considered good) | | |
| | a. Unbilled revenue | 318.54 | 630.15 |
| | b. Interest accrued but not due on fixed deposits | 302.61 | 286.84 |
| | c. Interest accrued and due on others | 0.38 | 12.01 |
| | d. Others | | |
| | i. Receivable on sale of fixed assets | 21.22 | 0.77 |
| | ii. Others | 30.62 | 47.33 |
| | | 673.37 | 977.10 |
| | Share of Jointly controlled entities (See Note 40) | 8.52 | 210.43 |
| 20. | REVENUE FROM OPERATIONS | | |
| | a. Operating revenue | 11,107.06 | 10,978.03 |
| | b. Other operating revenue | | |
| | i. Sale of equipment | 4.25 | 2.18 |
| | ii. Commission income | 15.66 | - |
| | | 19.91 | 2.18 |
| | | 11,126.97 | 10,980.21 |
| | Share of Jointly controlled entities (See Note 40) | 192.63 | 525.91 |
| 21. | OTHER INCOME | | |
| | a. Interest income | | |
| | i. on fixed deposits | 632.99 | 374.88 |
| | ii. on loans to others | 20.03 | 0.83 |
| | iii. on income tax refund | 2.76 | 16.18 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|--|--|---|---|
| | b. Net gain on sale of current investments (other than trade and unquoted) | 205.12 | 168.48 |
| | c. Dividend income from current investments | 17.29 | 22.02 |
| | d. Other non-operating income | | |
| | i. Profit on sale of fixed assets | 10.96 | 0.85 |
| | ii. Liabilities/ excess provisions written back | 98.12 | 113.68 |
| | iii. Miscellaneous income | 60.28 | 72.06 |
| | | 1,047.55 | 768.98 |
| | Share of Jointly controlled entities (See Note 40) | 49.09 | 69.39 |
| | 22. EMPLOYEE BENEFIT EXPENSE | | |
| | a. Salaries and allowances | 1,003.35 | 966.52 |
| | b. Contribution to provident and other funds (See Note 34) | 40.30 | 37.81 |
| | c. Gratuity expense | 18.08 | 15.70 |
| | d. Staff welfare expenses | 45.31 | 40.09 |
| | | 1,107.04 | 1,060.12 |
| | Share of Jointly controlled entities (See Note 40) | 62.40 | 174.77 |
| | 23. FINANCE COSTS | | |
| | a. Interest on loans from banks | 763.81 | 827.95 |
| | b. Other borrowing costs | 59.23 | 61.76 |
| | | 823.04 | 889.71 |
| | Share of Jointly controlled entities (See Note 40) | 0.62 | - |
| | 24. OTHER EXPENSES | | |
| | a. Content cost | 4,645.24 | 3,717.31 |
| | b. Placement fees | 266.01 | 179.05 |
| | c. Cost of traded items | 0.97 | 20.75 |
| | d. Distributor commission/ incentive | 91.46 | 41.48 |
| | e. Rent and hire charges (See note 31) | 231.31 | 195.61 |
| | f. Repairs and maintenance | | |
| | i. Plant and Machinery | 388.33 | 333.28 |
| | ii. Others | 137.22 | 125.21 |
| | g. Power and fuel | 168.83 | 139.35 |
| | h. Director's sitting fees | 1.23 | 0.44 |
| | i. Consultancy, professional and legal charges* | 800.33 | 400.60 |
| | j. Expenditure on corporate social responsibility | 6.01 | - |
| | k. Brokerage/ commission | 54.86 | 53.53 |
| | l. Subscription share/ charges | 639.11 | 348.81 |
| | m. Contract service charges | 74.76 | 26.95 |
| | n. Printing and stationery | 13.95 | 26.11 |
| | o. Travelling and conveyance | 189.06 | 162.14 |
| | p. Advertisement, publicity and business promotion | 124.94 | 119.08 |
| | q. Communication expenses | 100.24 | 83.85 |
| | r. Leaseline expenses | 367.62 | 271.61 |
| | s. Security charges | 25.15 | 21.35 |
| | t. Freight and labour charges | 16.78 | 11.70 |
| | u. Insurance | 14.92 | 11.27 |
| | v. Rates and taxes | 249.47 | 103.14 |

| | Particulars | As at 31.03.2015 (Rs. in million) | As at 31.03.2014 (Rs. in million) |
|----|--|---|---|
| w. | Provision for doubtful trade receivables and advances | 243.02 | 314.34 |
| x. | Bad trade receivables and advances written off | 239.00 | 254.14 |
| y. | Impairment of Goodwill on Consolidation | 11.95 | - |
| z. | Fixed assets/ capital work in progress written off | 4.00 | 0.09 |
| | a. Loss on sale/ disposal of fixed assets | 1.54 | 4.55 |
| | b. Loss on sale of investment | - | 110.07 |
| | c. Net loss on foreign currency transactions and translation | 18.50 | 16.58 |
| | d. Miscellaneous expenses | 139.43 | 102.69 |
| | | 9,265.24 | 7,195.08 |
| | Share of Jointly controlled entities (See Note 40) | 186.91 | 318.47 |
| | * Consultancy, professional and legal charges includes Auditors' remuneration as under : | | |
| | a. To statutory auditors | | |
| | For audit | 5.70 | 5.50 |
| | For other services | 3.78 | 4.76 |
| | b. To cost auditors for cost audit | 0.05 | 0.05 |
| | | 9.53 | 10.31 |

25. SHARE APPLICATION MONEY PENDING ALLOTMENT

As at 31st March 2015, the Group has received an amount of Rs. Nil (Previous year Rs. 4.50 million) towards share application money for issue of Nil equity shares (Previous year 196,709 equity shares) at a premium of Rs. Nil (Previous year Rs. 2.53 million). The share application money was received in the previous year pursuant to an invitation to offer shares and in terms of such invitation, the companies have completed the allotment formalities during the year.

26. PREFERENCE SHARES ISSUED BY A SUBSIDIARY OUTSIDE THE GROUP

| | (Rs. in million) | |
|--|---------------------|---------------------|
| Particulars | As at 31.03.2015 | As at 31.03.2014 |
| 2,500,000 .001% non-cumulative 12 years redeemable preference shares (issued on March 30, 2008) of Rs. 10 each fully paid up issued by Den Entertainment Network Private Limited | 25.00 | 25.00 |

27. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

a. Capital commitments

Estimated amount of unexecuted capital contracts not provided for (net of advances) Rs. 459.00 million [Previous year Rs. 1,907.19 million].

b. Other commitments

The Group has given advances of Rs. 464.53 million (Previous year Rs. 478.35 million) to acquire majority control in companies, the agreements for which have not been concluded prior to the year-end. These have been disclosed under long-term loans and advances. Balance commitments on account of such agreements concluded/to be concluded after the year-end amount to Rs. 29.82 million (Previous year Rs. 59.57 million).

c. **Contingent liabilities******(Rs. in million)**

| | Particulars | As at 31.03.2015 | As at 31.03.2014 |
|----|---|---------------------|---------------------|
| 1) | Claims against the Group not acknowledged as debts* | | |
| | Income Tax disputes where the Group is in appeal | 1.53 | 3.48 |
| | Service tax disputes | 1.12 | 91.67 |
| | Entertainment tax disputes | 1,075.09 | 227.24 |
| | VAT disputes | 272.13 | 76.05 |
| | Entry tax disputes | 25.30 | 25.30 |
| | | 1,375.17 | 423.74 |
| 2) | Bank guarantee issued by the Group | 34.56 | 22.50 |
| 3) | Corporate guarantee issued by the Group | 250.00 | 250.00 |
| 4) | Outstanding letter of credits | 216.72 | 49.30 |

* No provision is considered necessary since the Group expects favourable decisions. The advance paid against the above is Rs. 167.97 million (previous year Rs. 58.61 million)

** For share of jointly controlled entities, there are no contingent liabilities as at 31st March, 2015 other than disclosed in Note 40.

28. SEGMENT INFORMATION

The Group has identified business segments as its primary segment. Business segments consists of primarily Cable segment, Broadband segment and Soccer segment. Cable segment consists of distribution and promotion of television channels through cable networks. Broadband segment consists of providing internet services. The Group, through one of its wholly owned subsidiary, has participated in Indian Super League (ISL) of Soccer and has been awarded the rights for Delhi. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocated to segments have been disclosed as unallocated expenses. Assets and liabilities that are directly attributable or allocated to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocated. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

| Particulars | Cable | Broadband | Soccer | Total |
|-----------------------------------|--------------------------------------|-----------------------------------|-----------------------------|--------------------------------------|
| Revenue from operations | 10,972.91 <i>10,945.03</i> | 80.65 <i>35.18</i> | 73.41 <i>-</i> | 11,126.97 <i>10,980.21</i> |
| Other non-operating income | 161.71 <i>186.50</i> | 0.34 <i>0.19</i> | 7.39 <i>-</i> | 169.44 <i>186.69</i> |
| Segment revenue | 11,134.62 <i>11,131.53</i> | 80.99 <i>35.37</i> | 80.80 <i>-</i> | 11,296.41 <i>11,166.90</i> |
| Segment result | (4.30) <i>1,455.80</i> | (470.61) <i>(18.17)</i> | (460.49) <i>-</i> | (935.40) <i>1,437.63</i> |
| Unallocated expenses (net) | | | | (222.38) <i>(190.57)</i> |
| Operating profit/(loss) | | | | (713.02) <i>1,628.20</i> |
| Interest expense | | | | 823.04 <i>889.71</i> |
| Interest income | | | | (655.78) <i>(391.89)</i> |
| Profit/(loss) before taxes | | | | (880.28) <i>1,130.38</i> |
| Less: Tax expense | | | | (336.20) <i>378.97</i> |
| Profit/(loss) for the year | | | | (1,216.48) <i>751.41</i> |
| Other information | | | | |
| Segment assets | 23,101.07 <i>23,601.88</i> | 706.17 <i>119.16</i> | 97.39 <i>-</i> | 23,904.63 <i>23,721.04</i> |
| Unallocated assets | | | | 9,717.03 <i>11,896.16</i> |

| Particulars | Cable | Broadband | Soccer | Total |
|---|------------------|-----------------|---------------|------------------|
| Total assets | | | | 33,621.66 |
| | | | | <i>35,617.20</i> |
| Segment liabilities | 11,224.43 | 1,241.64 | 364.75 | 12,830.82 |
| | <i>13,195.19</i> | <i>171.73</i> | - | <i>13,366.92</i> |
| Unallocated liabilities | | | | <i>3,696.75</i> |
| | | | | <i>3,695.26</i> |
| Total liabilities | | | | 16,527.57 |
| | | | | <i>17,062.18</i> |
| Capital expenditure (allocable) | 11,676.11 | 686.62 | 1.26 | 12,363.99 |
| | <i>11,624.54</i> | <i>116.49</i> | - | <i>11,741.03</i> |
| Depreciation and amortisation (allocable) | 1,828.86 | 30.45 | 0.17 | 1,859.48 |
| | <i>1,473.43</i> | <i>0.47</i> | - | <i>1,473.90</i> |
| Other significant non-cash expenses (allocable) | 487.06 | 0.50 | - | 487.56 |
| | <i>683.19</i> | - | - | <i>683.19</i> |
| Other significant non-cash expenses (unallocable) | | | | 823.04 |
| | | | | <i>889.71</i> |

Note: Amounts in italics represent previous year's figures.

The disclosures as required under Accounting standard 17 on secondary segment has not been provided as the Group deals in one geographical area.

29. RELATED PARTY DISCLOSURES

List of related parties

a. Jointly controlled entities

- Star Den Media Services Private Limited
- Macro Commerce Private Limited (w.e.f. 15-Jan-15)
- Media Pro Enterprise India Private Limited*

* Joint Venture of Star Den Media Services Private Limited who has 50% controlling interest in the Company.

b. Entities under significant influence

- Access Financial Services Limited

c. Key managerial personnel

- Mr. Sameer Manchanda (Chairman and Managing Director)

II. Transactions/ outstanding balances with related parties during the year

| | Particulars | Key management personnel | Entities under significant influence | Jointly controlled entities | Grand total |
|-----------|---|--------------------------|--------------------------------------|-----------------------------|--------------|
| a. | Transactions during the year | | | | |
| i. | Operating revenue | | | | |
| | Star Den Media Services Private Limited | - | - | - | - |
| | | (-) | (-) | (1.27) | (1.27) |
| | Macro Commerce Private Limited | - | - | 3.28 | 3.28 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | - | 3.28 | 3.28 |
| | | (-) | (-) | (1.27) | (1.27) |
| ii. | Other income | | | | |
| a. | Interest income on loans | | | | |
| | Macro Commerce Private Limited | - | - | 0.38 | 0.38 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | - | 0.38 | 0.38 |
| | | (-) | (-) | (-) | (-) |
| b. | Liabilities/ excess provisions written back | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 14.96 | 14.96 |

| | Particulars | Key management personnel | Entities under significant influence | Jointly controlled entities | Grand total |
|-------|--|--------------------------|--------------------------------------|-----------------------------|-------------|
| | | (-) | (-) | (-) | (-) |
| | Star Den Media Services Private Limited | - | - | 0.55 | 0.55 |
| | | (-) | (-) | (0.30) | (0.30) |
| | Total | - | - | 15.51 | 15.51 |
| | | (-) | (-) | (0.30) | (0.30) |
| iii. | Purchase of services | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 81.14 | 81.14 |
| | | (-) | (-) | (1,107.67) | (1,107.67) |
| | Others | - | 9.00 | - | 9.00 |
| | | (-) | (10.80) | (-) | (10.80) |
| | Total | - | 9.00 | 81.14 | 90.14 |
| | | (-) | (10.80) | (1,107.67) | (1,118.47) |
| iv. | Bad trade receivables written off | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 2.54 | 2.54 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | - | 2.54 | 2.54 |
| | | (-) | (-) | (-) | (-) |
| v. | Managerial remuneration | | | | |
| | Sameer Manchanda | 26.04 | - | - | 26.04 |
| | | (24.93) | (-) | (-) | (24.93) |
| | Total | 26.04 | - | - | 26.04 |
| | | (24.93) | (-) | (-) | (24.93) |
| vi. | Reimbursement of expenses (received) | | | | |
| | Macro Commerce Private Limited | - | - | 0.01 | 0.01 |
| | | (-) | (-) | (-) | (-) |
| | Others | - | 0.01 | - | 0.01 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | 0.01 | 0.01 | 0.02 |
| | | (-) | (-) | (-) | (-) |
| vii. | Loans given during the year | | | | |
| | Macro Commerce Private Limited | - | - | 8.80 | 8.80 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | - | 8.80 | 8.80 |
| | | (-) | (-) | (-) | (-) |
| viii. | Loans received back during the year | | | | |
| | Macro Commerce Private Limited | - | - | 8.80 | 8.80 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | - | 8.80 | 8.80 |
| | | (-) | (-) | (-) | (-) |
| b. | Outstanding balances at year end | | | | |
| i. | Trade payables | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 8.07 | 8.07 |
| | | (-) | (-) | (299.33) | (299.33) |
| | Others | - | - | - | - |
| | | (-) | (-) | (2.69) | (2.69) |
| | Total | - | - | 8.07 | 8.07 |
| | | (-) | (-) | (302.02) | (302.02) |
| ii. | Security deposits paid | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 2.63 | 2.63 |
| | | (-) | (-) | (2.63) | (2.63) |
| | Others | - | - | - | - |

| | Particulars | Key management personnel | Entities under significant influence | Jointly controlled entities | Grand total |
|------|--|--------------------------|--------------------------------------|-----------------------------|-------------|
| | | (-) | (-) | (0.03) | (0.03) |
| | Total | - | - | 2.63 | 2.63 |
| | | (-) | (-) | (2.66) | (2.66) |
| iii. | Trade Receivables | | | | |
| | Star Den Media Services Private Limited | - | - | 0.49 | 0.49 |
| | | (-) | (-) | (2.88) | (2.88) |
| | Macro Commerce Private Limited | - | - | 0.21 | 0.21 |
| | | (-) | (-) | (-) | (-) |
| | Media Pro Enterprise India Private Limited | - | - | 0.04 | 0.04 |
| | | (-) | (-) | (0.47) | (0.47) |
| | Total | - | - | 0.74 | 0.74 |
| | | (-) | (-) | (3.35) | (3.35) |
| iv. | Advance recoverable | | | | |
| | Media Pro Enterprise India Private Limited | - | - | 1.92 | 1.92 |
| | | (-) | (-) | (2.54) | (2.54) |
| | Macro Commerce Private Limited | - | - | 0.01 | 0.01 |
| | | (-) | (-) | (-) | (-) |
| | Star Den Media Services Private Limited | - | - | - | - |
| | | (-) | (-) | (0.42) | (0.42) |
| | Total | - | - | 1.93 | 1.93 |
| | | (-) | (-) | (2.96) | (2.96) |
| v. | Interest accrued and due on others | | | | |
| | Macro Commerce Private Limited | - | - | 0.38 | 0.38 |
| | | (-) | (-) | (-) | (-) |
| | Total | - | - | 0.38 | 0.38 |
| | | (-) | (-) | (-) | (-) |
| vi. | Guarantee given by the Company for a term loan taken from bank by a subsidiary Company outstanding as at the end of the year amounting to Rs. 250.00 million [Previous year Rs. 250.00 million]. | | | | |
| vii. | Term loan of Rs. 184.88 million (Previous year Rs. 369.88 million) taken from a bank is guaranteed by Mr. Sameer Manchanda, Chairman and Managing Director of the Company. | | | | |
| | Figures in bracket relates to previous year | | | | |

30. DEFERRED TAX

- Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing tax laws.
- Break up of deferred tax liabilities and reconciliation of current year's deferred tax charge is as follows:

(Rs. in million)

| Particulars | Opening balance 01.04.2014 | Credited/ (charged) to Statement of Profit and Loss | Closing balance 31.03.2015 |
|---|-------------------------------|--|----------------------------------|
| Deferred tax liability | | | |
| Depreciation on difference between book balance and tax balance of fixed assets | (55.28) | (16.38) | (71.66) |
| Others | (0.76) | (2.35) | (3.11) |
| Total | (56.04) | (18.73) | (74.77) |
| Deferred tax assets | | | |
| Provision for compensated absences and gratuity | 0.48 | 1.19 | 1.67 |
| Provision for doubtful debts/ advances/ impairment | 4.46 | 12.20 | 16.66 |
| Others | 0.04 | 0.02 | 0.06 |
| Total | 4.98 | 13.41 | 18.39 |

(Rs. in million)

| Particulars | Opening balance 01.04.2014 | Credited/ (charged) to Statement of Profit and Loss | Closing balance 31.03.2015 |
|--------------------------------------|-------------------------------|--|----------------------------------|
| Deferred tax liability (Net) | (51.06) | (5.32) | (56.38) |
| Share of Jointly controlled entities | - | - | - |

c. Break up of deferred tax assets and reconciliation of current year's deferred tax charge is as follows:

(Rs. in million)

| Particulars | Opening balance 01.04.2014 | Credited/ (charged) to Statement of Profit and Loss | Closing balance 31.03.2015 |
|---|-------------------------------|--|----------------------------------|
| Deferred tax liability | | | |
| Others | (5.58) | 5.58 | - |
| Total | (5.58) | 5.58 | - |
| Deferred tax assets | | | |
| Depreciation on difference between book balance and tax balance of fixed assets | (59.01) | 7.53 | (51.48) |
| Provision for compensated absences and gratuity | 26.80 | 3.92 | 30.72 |
| Provision for doubtful debts/ advances/ impairment | 165.54 | 41.94 | 207.48 |
| Business losses | 207.39 | (207.19) | 0.20 |
| Others | 116.25 | 116.37 | 232.62 |
| Total | 456.97 | (37.43) | 419.54 |
| Deferred tax assets (Net) | 451.39 | (31.85) | 419.54 |
| Share of Jointly controlled entities | - | - | - |

31. OPERATING LEASE

The Group has taken office premises and accommodation for its employees under cancellable operating lease agreements. The lease rental expenses recognised in the consolidated Statement of Profit and Loss for the year is Rs. 231.31 million [Previous year Rs. 195.61 million].

32. FINANCE LEASE AS LESSEE

The Company has entered into finance lease arrangements for certain equipment which provide the Holding Company an option to purchase the assets at the end of the lease period.

Future minimum lease payments and reconciliation of gross investment in the lease and present value of minimum lease payments.

(Rs. in million)

| Particulars | As at 31.03.2015 | As at 31.03.2014 |
|---|---------------------|---------------------|
| Future minimum lease payments: | | |
| • Not later than one year | 630.66 | 1,055.55 |
| • Later than one year and not later than five Years | 1,135.69 | 2,182.06 |
| • Later than five years | - | - |
| | 1,766.35 | 3,237.61 |
| Less : Unmatured finance charges | 182.46 | 417.10 |

| Particulars | (Rs. in million) | |
|---|---------------------|---------------------|
| | As at 31.03.2015 | As at 31.03.2014 |
| | 1,583.89 | 2,820.51 |
| Present value of minimum lease payments payable: | | |
| • Not later than one year | 529.54 | 847.06 |
| • Later than one year and not later than five Years | 1,054.35 | 1,973.45 |
| • Later than five years | - | - |
| | 1,583.89 | 2,820.51 |

33. ACQUISITIONS/INVESTMENTS

a. Acquisition of companies

During the year, the Group has acquired majority control in certain companies through share subscription and share purchase agreements for a total consideration of Rs. 974.91 million [Previous year Rs. 626.43 million]. The acquisition has resulted in increase in goodwill on consolidation amounting to Rs. 251.51 million as compared to decrease of Rs. 202.81 million in previous year. The details are as follows:

| Particulars | (Rs. in million) | |
|--------------------------------------|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Opening Balance of Goodwill | 2,750.63 | 2,953.44 |
| Amounts paid | 974.91 | 626.43 |
| Direct cost relating to acquisition | 0.64 | 0.09 |
| Total purchase consideration paid | 975.55 | 626.52 |
| Value of net asset acquired | (724.04) | (829.33) |
| Goodwill generated | 251.51 | (202.81) |
| Provision for impairment on goodwill | 11.95 | - |
| Closing balance of Goodwill | 2,990.19 | 2,750.63 |

Balance consideration payable on account of investments at the year-end amounting to Rs. 7.23 million [Previous year Rs. 23.70 million] has been disclosed under Other current liabilities.

b. Business purchase acquisition

The effect of subsidiaries (acquired during the year) on the financial position and results as included in the consolidated financial statements is given below:

| Particulars | (Rs. in million) | |
|---|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Assets as at the date of acquisition | | |
| Non-current assets | 7.07 | 14.01 |
| Revenue for the period | 4.48 | 23.06 |
| Expenses for the period | 5.99 | 27.14 |
| Profit/ (Loss) before tax for the period | (1.51) | (4.08) |
| Profit/ (Loss) after tax for the period | (1.91) | (3.38) |

34. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD 15 (REVISED 2005) ON 'EMPLOYEE BENEFITS'

A. Defined contribution plans

The Group makes contribution toward the following defined contribution plans for qualifying employees:

- a. Employees' Provident Fund (EPF)
- b. Employees' State Insurance (ESI)

During the year the Group has recognised the following amounts in the Consolidated Statement of Profit and Loss:

| Particulars | (Rs. in million) | |
|-----------------------------------|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| a. Employer's contribution to EPF | 35.86 | 32.12 |
| b. Employer's contribution to ESI | 4.44 | 5.69 |

The contribution payable by the Group is at the rates specified in the rules to the plans.

B. Defined benefit plan

Gratuity plan

Gratuity liability arises on retirement, withdrawal, resignation, and death of an employee. The aforesaid liability is calculated on the basis of 15 days salary (i.e. last drawn salary plus dearness allowance) for each completed year of service or part thereof in excess of 6 months, subject to a maximum of Rs. 1,000,000. Vesting occurs upon completion of 5 years of service.

The present value of the defined benefit obligation and the related current service cost are measured using the Projected Unit Credit method with actuarial valuations being carried out at each balance sheet date.

The following tables set out the status of the gratuity plan and amounts recognised in the Group consolidated financial statements as at 31st March, 2015.

i. Change in benefit obligations:

| Particulars | (Rs. in million) | |
|---|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Present value of obligations at the beginning of the year | 57.98 | 53.87 |
| Current service cost | 15.98 | 13.97 |
| Interest cost | 4.79 | 5.15 |
| Actuarial (gain)/loss on obligation | (2.26) | (3.58) |
| Benefits paid | (3.52) | (2.85) |
| Other adjustments | 0.76 | (8.58) |
| Present value of obligations at the year end | 73.73 | 57.98 |

ii. Expenses recognised in the Consolidated Statement of Profit and Loss:

| Particulars | (Rs. in million) | |
|-------------------------------------|--------------------------|--------------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Current service cost | 15.98 | 13.97 |
| Interest cost | 4.79 | 5.15 |
| Actuarial (gain)/loss on obligation | (2.26) | (3.58) |
| Other adjustments | (0.43) | 0.16 |
| Net cost | 18.08 | 15.70 |

iii. Principal actuarial assumptions:

(A) Economic assumptions

| Particulars | See note below | Year ended 31.03.2015 | Year ended 31.03.2014 |
|---|-------------------|--------------------------|--------------------------|
| a. Discount rate (per annum) | 1 | 8.00-8.75% | 8.00-8.75% |
| b. Estimated salary escalation rate (per annum) | 2 | 5.00-10.00% | 5.00-10.00% |

(B) Demographic Assumptions

| | | | |
|---------------------------|--|----------------|----------------|
| a. Retirement age (years) | | 58 | 58 |
| b. Mortality Table | | IALM (2006 08) | IALM (2006 08) |
| c. Withdrawal rates | | In % | In % |
| Upto 30 years | | 3.00 | 3.00 |
| From 31 years to 44 years | | 2.00 | 2.00 |
| Above 44 years | | 1.00 | 1.00 |

iv. Experience adjustment:

(Rs. in million)

| Particulars | Year ended 31.03.2015 | Year ended 31.03.2014 | Year ended 31.03.2013 | Year ended 31.03.2012 | Year ended 31.03.2011 |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| On plan liabilities | 0.91 | (0.28) | 0.74 | 1.57 | 1.26 |
| On plan assets | - | 4.03 | (0.01) | 0.01 | 0.06 |
| Present value of benefit obligation | 42.66 | 35.50 | 30.95 | 20.07 | 18.28 |

Notes:

1. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
2. The salary growth rate takes account of inflation, seniority, promotion and other relevant factors on a long term basis.

35. AT THE YEAR END, UNHEDGED FOREIGN CURRENCY EXPOSURES ARE AS FOLLOWS

(in million)

| Particulars | As at 31.03.2015 | | As at 31.03.2014 | |
|--------------------------------------|------------------|--------|------------------|--------|
| | In INR | In USD | In INR | In USD |
| Payables on purchase of fixed assets | 303.14 | 5.12 | 309.32 | 5.16 |
| Buyer's credit on imports | 3,649.50 | 58.30 | 3,225.17 | 53.67 |

36. EMPLOYEE STOCK OPTION PLAN 2010 (“ESOP 2010”)

- a. The Company had established an Employee Stock Option Plan (ESOP 2010) in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, which have been approved by the Board of Directors and the shareholders. A Nomination and Remuneration / Compensation Committee comprising majority of independent, non-executive members of the Board of Directors administers the ESOPs. All option under the ESOPs are exercisable for equity shares. The Company had taken approval of the Shareholders to grant and allot up-to 5,219,599 equity options under the said scheme. During the year, the company has granted 1,680,000 equity options to eligible employees of the Company and directors of the subsidiary companies.
- b. There shall be a minimum period of one year between the grant of options and vesting of options. The vesting period may extend up to three years. The vesting shall happen in one or more tranches as may be decided by the Nomination and Remuneration / Compensation Committee. The exercise period of the options is a period of one year after the vesting of the options. Each option is exercisable for one equity share of Rs. 10 each fully paid up on payment of exercise price (as determined by the Nomination and Remuneration / Compensation Committee) of share determined with respect to the date of grant. The Company has granted 4,756,195 options up to 31st March, 2015. During the year, 450,000 options were surrendered/forfeited.
- c. The movement in the scheme is set out as under:

| Particulars | ESOP 2010 | | ESOP 2010 | |
|---|---------------------|------------------------------|---------------------|------------------------------|
| | Year ended 31.03.15 | | Year ended 31.03.14 | |
| | Option (Numbers) | Weighted Average Price (Rs.) | Option (Numbers) | Weighted Average Price (Rs.) |
| a. Outstanding at the beginning of the year | 450,000 | 30.00 | 1,252,776 | 30.00 |
| b. Granted during the year | 1,680,000 | 160.00 | - | - |

| Particulars | ESOP 2010 | | ESOP 2010 | |
|--|---------------------|------------------------------|---------------------|------------------------------|
| | Year ended 31.03.15 | | Year ended 31.03.14 | |
| | Option (Numbers) | Weighted Average Price (Rs.) | Option (Numbers) | Weighted Average Price (Rs.) |
| c. Exercised during the year | - | - | 794,845 | 30.00 |
| d. Vested during the year | - | - | - | - |
| e. Surrendered/forfeited during the year | 450,000 | 30.00 | 7,931 | 30.00 |
| f. Expired during the year | - | - | - | - |
| g. Outstanding at the end of the year | 1,680,000 | 160.00 | 450,000 | 30.00 |
| h. Exercisable at the end of the year | 504,000 | 160.00 | 450,000 | 30.00 |
| i. Number of equity shares of Rs. 10 each fully paid up during the year to be issued on exercise of option | 504,000 | 160.00 | 450,000 | 30.00 |
| j. Weighted average share price at the date of exercise | N.A. | N.A. | 179.16 | N.A. |
| k. Range of exercise price for options outstanding at the end of the year | N.A. | N.A. | N.A. | N.A. |
| l. Weighted average remaining contractual life (years) | - | N.A. | - | N.A. |

d. Pro forma Accounting for Stock Option Grants

The Company applies the intrinsic value-based method of accounting for determining compensation cost for its stock-based compensation plan. Had the compensation cost been determined using the fair value approach the Company's net income and basic and diluted earnings per share as reported would have reduced to the pro forma amounts as indicated:

| Particulars | Year ended 31.03.2015 | Year ended 31.03.2014 |
|--|-----------------------|-----------------------|
| Net Profit/ (Loss) as reported (Rs. in million) (a) | (1,108.07) | 51.65 |
| Add: Stock based employee compensation expense debited to Statement of Profit and Loss (i) | - | - |
| Less: Stock based employee compensation expense based on fair value (ii) | - | - |
| Difference between (i) and (ii) | - | - |
| Adjusted pro forma Profit/(Loss) (Rs. in million) (b) | (1,108.07) | 51.65 |
| Difference between (a) and (b) | - | - |
| Basic earnings per share as reported (in Rs.) | (6.22) | 0.32 |
| Pro forma basic earnings per share (in Rs.) | (6.22) | 0.32 |
| Diluted earnings per share as reported (in Rs.) | (6.22) | 0.32 |
| Pro forma diluted earnings per share (in Rs.) | (6.22) | 0.32 |

e. The fair value of the options, calculated by an external valuer, was estimated on the date of grant using the Black-Scholes model with the following significant assumptions

| Particulars | 1,480,000 Options (Vesting Period -4 Years) | | | | 200,000 Options (Vesting Period -4 Years) | | | |
|---------------------------------|---|----------|----------|----------|---|----------|----------|----------|
| | 1st Year | 2nd Year | 3rd Year | 4th Year | 1st Year | 2nd Year | 3rd Year | 4th Year |
| Risk free interest rates (in %) | 7.93% | 7.88% | 7.85% | 7.81% | 8.05% | 7.99% | 7.94% | 7.90% |
| Expected life (in years) | 1.50 | 2.50 | 3.50 | 4.50 | 1.50 | 2.50 | 3.50 | 4.50 |
| Volatility (in %) | 48.00% | 48.00% | 48.00% | 48.00% | 48.09% | 48.09% | 48.09% | 48.09% |
| Dividend yield (in %) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

The volatility of the options is based on the historical volatility of the share price since the Company's equity shares are publicly traded, which may be shorter than the term of the options.

f. Details of weighted average exercise price and fair value of the stock options granted at price below market price

| Particulars | Year ended 31 st March, 2015 | Year ended 31 st March, 2014 |
|--|--|--|
| Total options granted (in numbers) | 4,756,195 | 3,534,126 |
| Weighted average exercise price (in Rs.) | 75.91 | 30.00 |
| Weighted average fair value (in Rs.) | 32.90 | 62.74 |

Employee Stock Option Plan 2014 (“ESOP 2014”)

a. In the extraordinary general meeting held on 05 January, 2015 the Shareholders through Postal Ballot approved the issue of 8,909,990 options (5% of issued capital) under the Scheme titled “DEN ESOP Plan A-2014 (ESOP A) and DEN ESOP Plan B- 2014” (ESOP B) in accordance with the Securities and Exchange Board of India (Share Bared Employee Benefits) Regulations 2014.

The ESOP A and ESOP B allows the issue of options to employees of the Company. Each option comprises one underlying equity share.

As per the Scheme, the Nomination and Remuneration / Compensation Committee grants the options to the eligible employees. The exercise price of each option shall be such as may be decided by the Nomination and Remuneration / Compensation Committee. The options granted vest over a period of 4 years from the date of the grant in proportions as decided by the Nomination and Remuneration/ Compensation Committee. Options may be exercised within 1 year from the date of vesting.

b. The ESOP scheme titled “DEN ESOP Plan A -2014” (ESOP A) was approved by the shareholders through postal ballot on 05 January, 2015. 4,454,995 options are covered under the Scheme for 4,454,995 shares.

During the current year, the Nomination and Remuneration / Compensation Committee has not granted options under the said scheme.

c. The ESOP scheme titled “DEN ESOP Plan B-2014” was approved by the shareholders through postal ballot on 05 January,2015. 4,454,995 options are covered under the Scheme for 4,454,995 equity shares.

The Nomination and Remuneration / Compensation Committee of the Company, had granted 4,450,000 options under this Scheme to eligible employees. The shares covered by such options were 4,450,000 equity shares.

The vesting period of these options range over a period of 4 years. The options may be exercised within a period of 1 year from the date of vesting.

d. Employee stock options details as on the balance sheet date are as follows:

| Particulars | During the year ended 31 st March, 2015 | |
|--|---|--|
| | Options (Numbers) | Weighted average exercise price per option (Rs.) |
| Option outstanding at the beginning of the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Granted during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | 4,450,000 | 160.00 |
| Vested during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Exercised during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Lapsed during the year: | | |
| - ESOP A | Nil | Nil |
| - ESOP B | Nil | Nil |
| Options outstanding at the end of the year: | | |
| - ESOP A | Nil | Nil |

| Particulars | During the year ended 31 st March, 2015 | |
|--|---|--|
| | Options (Numbers) | Weighted average exercise price per option (Rs.) |
| - ESOP B | 4,450,000 | 160.00 |
| Options available for grant: | | |
| - ESOP A | 4,454,995 | 160.00 |
| - ESOP B | 4,995 | 160.00 |
| The weighted average share price at the date of exercise for stock options exercised during the year | NA | NA |
| Range of exercise price for options outstanding at the end of the year | NA | NA |
| Weighted average remaining contractual life | NA | NA |

- e. The impact on Earnings per Share if the 'fair value' of the options (on the date of the grant) were considered instead of the 'intrinsic value' is as under:

| Particulars | Year ended 31 st March, 2015 |
|---|--|
| Net Profit/ (Loss) as reported (Rs. in million) (a) | (1,108.07) |
| Add / (Less): Stock based employee compensation (intrinsic value) | - |
| Add / (Less): Stock based compensation expenses determined under fair value method for the grants issued (See note (f) below) | - |
| Net Profit / (Loss) (proforma)(Rs. in million) (b) | (1,108.07) |
| Difference between (a) and (b) | - |
| Basic earnings per share (as reported) (in Rs.) | (6.22) |
| Basic earnings per share (proforma) (in Rs.) | (6.22) |
| Diluted earnings per share (as reported) (in Rs.) | (6.22) |
| Diluted earnings per share (proforma) (in Rs.) | (6.22) |

- f. The fair value of the options has been determined on the date of grant under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

| Grant Date: 16 January, 2015 | | | | |
|--------------------------------------|-----------------|-----------------|-----------------|-----------------|
| Assumptions | 840,000 Options | 700,000 Options | 700,000 Options | 560,000 Options |
| Risk Free Interest Rate | 7.79% | 7.78% | 7.77% | 7.76% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 47.65% | 47.65% | 47.65% | 47.65% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |
| Grant Date: 2 February, 2015 | | | | |
| Assumptions | 240,000 Options | 200,000 Options | 200,000 Options | 160,000 Options |
| Risk Free Interest Rate | 7.69% | 7.69% | 7.69% | 7.70% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 47.39% | 47.39% | 47.39% | 47.39% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |
| Grant Date: 10 February, 2015 | | | | |
| Assumptions | 240,000 Options | 200,000 Options | 200,000 Options | 160,000 Options |
| Risk Free Interest Rate | 7.85% | 7.83% | 7.80% | 7.78% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 47.70% | 47.70% | 47.70% | 47.70% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |

| Grant Date: 13 February, 2015 | | | | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| Assumptions | 15,000 Options | 12,500 Options | 12,500 Options | 10,000 Options |
| Risk Free Interest Rate | 7.93% | 7.88% | 7.85% | 7.81% |
| Expected Life | 1.5 | 2.5 | 3.5 | 4.5 |
| Expected Annual Volatility of Shares | 48.00% | 48.00% | 48.00% | 48.00% |
| Expected Dividend Yield | Nil | Nil | Nil | Nil |

g. Details of weighted average exercise price and fair value of the stock options granted at price below market price

| Particulars | Year ended 31 st March, 2015 |
|--|--|
| Total options granted (in numbers) | 4,450,000 |
| Weighted average exercise price (in Rs.) | 160.00 |
| Weighted average fair value (in Rs.) | 32.90 |

37. ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | |
|---|--|-------------------------|-------------------------------------|-------------------------|
| | As % of consolidated net assets | "Amount (Rs./millions)" | As % of consolidated profit or loss | "Amount (Rs./millions)" |
| Parent | | | | |
| Den Networks Limited | 85.30% | 14,580.73 | 77.97% | (1,122.97) |
| Subsidiaries | | | | - |
| Den Entertainment Network Private Limited | -0.33% | (55.89) | -0.44% | 6.30 |
| Den Digital Entertainment Gujarat Private Limited | 0.03% | 5.67 | -0.03% | 0.38 |
| Aster Entertainment Private Limited | -0.21% | (35.22) | -0.01% | 0.08 |
| Shine Cable Network Private Limited | 0.00% | (0.17) | 0.00% | 0.05 |
| DEN Krishna Cable TV Network Private Limited | 0.24% | 41.67 | -0.28% | 4.08 |
| Den Mahendra Satellite Private Limited | 0.02% | 2.75 | -0.12% | 1.79 |
| DEN Pawan Cable Network Private Limited | 0.28% | 47.64 | -0.09% | 1.28 |
| DEN Harsh Mann Cable Network Private Limited | 0.03% | 5.05 | -0.14% | 2.08 |
| Den Classic Cable TV Services Private Limited | 0.05% | 8.13 | 0.11% | (1.61) |
| Den Montooshah Network Private Limited | 0.00% | 0.56 | 0.09% | (1.30) |
| Den Bindra Network Private Limited | 0.00% | 0.78 | 0.02% | (0.25) |
| Den Ashu Cable Private Limited | 0.25% | 42.19 | -0.11% | 1.63 |
| Den Nanak Communication Private Limited | 0.00% | (0.76) | -0.11% | 1.63 |
| Den Futuristic Cable Networks Private Limited | -0.17% | (28.94) | 0.79% | (11.35) |
| Den Digital Cable Network Private Limited | -0.05% | (8.89) | -0.05% | 0.69 |
| Den Saya Channel Network Private Limited | 0.16% | 27.73 | -0.36% | 5.14 |
| Den Faction Communication System Private Limited | 0.00% | 0.76 | 0.04% | (0.62) |
| Radiant Satellite (India) Private Limited | 0.02% | 4.20 | -0.41% | 5.88 |
| Den Mewar Rajdev Cable Network Private Limited | -0.17% | (28.89) | 1.04% | (15.01) |

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | |
|--|--|-------------------------|-------------------------------------|-------------------------|
| | As % of consolidated net assets | "Amount (Rs./millions)" | As % of consolidated profit or loss | "Amount (Rs./millions)" |
| Den Radiant Satellite Cable Network Private Limited | 0.01% | 2.18 | -0.02% | 0.33 |
| Den RIS Cable Network Private Limited | -0.03% | (4.69) | 0.00% | (0.03) |
| Den Sky Media Network Private Limited | -0.90% | (154.46) | -0.70% | 10.07 |
| Meerut Cable Network Private Limited | 0.67% | 114.39 | -0.01% | 0.18 |
| DEN Crystal Vision Network Private Limited | 0.00% | (0.07) | 0.00% | 0.07 |
| Den Mod Max Cable Network Private Limited | 0.03% | 4.64 | -0.14% | 2.00 |
| DEN BCN Suncity Network Private Limited | 0.01% | 2.49 | -0.02% | 0.30 |
| Den Pradeep Cable Network Private Limited | 0.01% | 2.46 | 0.17% | (2.42) |
| Den Prince Network Private Limited | -0.01% | (0.87) | 0.10% | (1.38) |
| Den Jai Ambey Vision Cable Private Limited | 0.00% | 0.06 | 0.02% | (0.31) |
| DEN Varun Cable Network Private Limited | 0.05% | 8.49 | -0.29% | 4.21 |
| DEN Aman Entertainment Private Limited | 0.01% | 2.44 | -0.42% | 6.06 |
| Den Satellite Cable TV Network Private Limited | 0.01% | 1.79 | 0.53% | (7.60) |
| Den F K Cable Tv Network Private Limited | 0.26% | 44.13 | -1.29% | 18.57 |
| Den Budaun Cable Network Private Limited | 0.01% | 1.76 | -0.01% | 0.12 |
| DEN Ambey Cable Networks Private Limited | 3.40% | 580.89 | -9.46% | 136.23 |
| Den Ambey Citi Cable Network Private Limited | 0.01% | 2.12 | -0.09% | 1.30 |
| Den Ambey Jhansi Cable Network Private Limited | 0.03% | 5.80 | -0.02% | 0.35 |
| Den Ambey Farukabad Cable Network Private Limited | 0.00% | (0.81) | -0.03% | 0.41 |
| Den Kashi Cable Network Private Limited | 0.06% | 10.62 | 0.05% | (0.65) |
| Den Enjoy Cable Networks Private Limited | 2.30% | 392.82 | -4.93% | 70.98 |
| DEN Prayag Cable Networks Private Limited | 0.04% | 6.78 | -0.59% | 8.46 |
| Den Deva Cable Network Private Limited | 0.00% | 0.40 | -0.01% | 0.13 |
| Den Maa Sharda Vision Cable Networks Private Limited | 0.03% | 4.77 | -0.07% | 1.06 |
| Den Fateh Marketing Private Limited | 0.05% | 8.38 | 0.28% | (4.06) |
| Den Enjoy Navaratan Network Private Limited | 0.03% | 5.09 | 0.18% | (2.53) |
| Den Shiva Cable Network Private Limited | 0.01% | 1.42 | -0.02% | 0.34 |
| Den Narmada Network Private Limited | -0.30% | (51.62) | -0.12% | 1.71 |
| Shree Sidhivinayak Cable Network Private Limited | 0.04% | 7.50 | 0.20% | (2.95) |
| Mahadev Den Network Private Limited | -0.08% | (14.29) | 0.00% | 0.01 |
| Den Patel Entertainment Network Private Limited | 0.04% | 6.28 | -0.02% | 0.26 |
| Mahadev Den Cable Network Private Limited | 0.02% | 3.84 | 0.02% | (0.23) |
| Den MCN Cable Network Private Limited | 0.22% | 38.31 | 0.02% | (0.27) |
| Drashti Cable Network Private Limited | 0.10% | 17.36 | 0.21% | (3.09) |
| Den-Manoranjan Satellite Private Limited | 1.38% | 235.22 | -1.10% | 15.83 |
| Den Nashik City Cable Network Private Limited | 0.09% | 15.33 | -0.02% | 0.23 |
| Den Supreme Satellite Vision Private Limited | 0.03% | 5.31 | 0.60% | (8.62) |
| Den Bellary City Cable Private Limited | 0.00% | 0.45 | 0.08% | (1.18) |

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | |
|--|--|-------------------------|-------------------------------------|-------------------------|
| | As % of consolidated net assets | "Amount (Rs./millions)" | As % of consolidated profit or loss | "Amount (Rs./millions)" |
| Den Malayalam Telenet Private Limited | 0.04% | 6.23 | 0.33% | (4.81) |
| Den Malabar Cable Vision Private Limited | 0.01% | 1.42 | 0.07% | (0.96) |
| Den Elgee Cable Vision Private Limited | 0.02% | 4.25 | 0.00% | 0.03 |
| Den Rajkot City Communication Private Limited | 1.19% | 203.87 | 0.44% | (6.32) |
| Den Infoking Channel Entertainers Private Limited | 0.02% | 2.65 | 0.06% | (0.89) |
| Den Ucn Network India Private Limited | 0.01% | 1.31 | 0.03% | (0.48) |
| Fortune (Baroda) Network Private Limited | 0.02% | 3.52 | -0.02% | 0.24 |
| Galaxy Den Media & Entertainment Private Limited | 0.01% | 1.56 | 0.00% | (0.03) |
| Bali Den Cable Network Private Limited | 0.03% | 5.74 | 0.24% | (3.45) |
| Mahavir Den Entertainment Private Limited | 0.61% | 105.05 | 0.88% | (12.68) |
| Den Citi Channel Private Limited | 0.02% | 3.31 | 0.21% | (3.04) |
| Amogh Broad Band Services Private Limited | -0.60% | (102.33) | 3.59% | (51.64) |
| Star Channel Den Network Private Limited | 0.01% | 1.28 | 0.02% | (0.27) |
| Kishna Den Cable Networks Private Limited | 0.00% | (0.69) | 0.14% | (2.00) |
| Fab Den Network Private Limited | 0.15% | 26.45 | -0.16% | 2.31 |
| Den Satellite Network Private Limited | 4.68% | 799.68 | -8.27% | 119.07 |
| United Cable Network (Digital) Private Limited | 0.01% | 1.11 | 0.03% | (0.49) |
| Shree Ram Den Network Private Limited | 0.00% | - | 0.00% | - |
| Den Krishna Vision Private Limited | 0.00% | (0.50) | -0.02% | 0.22 |
| Cab-i-Net Communications Private Limited | 0.07% | 12.45 | 0.21% | (2.97) |
| Divya Drishti Den Network Private Limited | 0.00% | 0.58 | 0.02% | (0.29) |
| Den Sahyog Cable Network Private Limited | 0.01% | 2.27 | 0.02% | (0.24) |
| Den Sariga Communications Private Limited | -0.01% | (0.90) | 0.13% | (1.82) |
| Den New Broad Communications Private Limited | 0.24% | 41.27 | 0.22% | (3.14) |
| Den Sports & Entertainment Private Limited | -0.01% | (2.42) | 0.13% | (1.90) |
| Den Soccer Private Limited | -0.89% | (152.59) | 33.60% | (483.86) |
| Den Kattakada Telecasting & Cable Services Private Limited | -0.03% | (4.64) | 1.07% | (15.39) |
| Kerela Entertainment Private Limited | -0.08% | (13.44) | -0.10% | 1.41 |
| Den A.F. Communication Private Limited | -0.01% | (2.14) | -0.02% | 0.23 |
| Big Den Entertainment Private Limited | 0.03% | 5.02 | -0.05% | 0.65 |
| Sree Gokulam Starnet Communication Private Limited | 0.01% | 0.91 | -0.07% | 1.05 |
| Rajasthan Entertainment Private Limited | 0.00% | 0.02 | 0.01% | (0.21) |
| Fun Cable Network Private Limited | -0.02% | (3.91) | 0.02% | (0.32) |
| Uttar Pradesh Digital Cable Network Private Limited | 0.00% | (0.57) | 0.04% | (0.57) |
| Den Steel City Cable Network Private Limited | 0.01% | 1.18 | 0.07% | (1.05) |
| Sanmati DEN Cable TV Network Private Limited | 0.01% | 1.92 | 0.04% | (0.60) |
| Crystal Vision Media Private Limited | 0.24% | 41.85 | -0.20% | 2.83 |
| Multi Channel Cable Network Private Limited | 0.00% | 0.18 | 0.23% | (3.33) |

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | |
|---|--|-------------------------|-------------------------------------|-------------------------|
| | As % of consolidated net assets | "Amount (Rs./millions)" | As % of consolidated profit or loss | "Amount (Rs./millions)" |
| Victor Cable Tv Network Private Limited | 0.00% | 0.21 | -0.05% | 0.65 |
| Gemini Cable Network Private Limited | 0.14% | 24.58 | -0.38% | 5.41 |
| Matrix Cable Network Private Limited | -0.05% | (8.64) | 0.23% | (3.28) |
| DEN Enjoy SBNM Cable Network Private Limited | 0.00% | 0.62 | -0.02% | 0.27 |
| Ambika DEN Cable Network Private Limited | 0.00% | 0.31 | 0.01% | (0.11) |
| Saturn Digital Cable Private Limited | 0.01% | 0.96 | -0.01% | 0.18 |
| Multi Star Cable Network Private Limited | 0.01% | 1.42 | -0.07% | 1.03 |
| VM Magic Entertainment Private Limited | 0.03% | 4.44 | 0.09% | (1.34) |
| Antique Communications Private Limited | 0.00% | (0.51) | 0.04% | (0.57) |
| Bhadohi DEN Entertainment Private Limited | 0.00% | 0.18 | -0.01% | 0.14 |
| Sanmati Entertainment Private Limited | 0.01% | 0.94 | 0.11% | (1.58) |
| Capital Entertainment Private Limited | 0.00% | 0.04 | 0.00% | (0.03) |
| Disk Cable Network Private Limited | 0.02% | 3.91 | 0.00% | (0.03) |
| Shaakumbari Den Media Private Limited | -0.02% | (3.91) | 0.30% | (4.36) |
| Silverline Television Network Private Limited | 0.05% | 8.92 | -0.43% | 6.23 |
| Eminent Cable Network Private Limited | 1.60% | 273.43 | -3.07% | 44.22 |
| Trident Entertainment Private Limited | 0.01% | 1.15 | 0.05% | (0.68) |
| Rose Entertainment Private Limited | 0.07% | 11.91 | -0.05% | 0.67 |
| Blossom Entertainment Private Limited | -0.01% | (1.34) | 0.05% | (0.77) |
| Ekta Entertainment Network Private Limited | 0.24% | 41.54 | -0.33% | 4.70 |
| DEN ADN Network Private Limited | 0.97% | 165.97 | -1.62% | 23.32 |
| CCN DEN Network Private Limited | 1.64% | 280.49 | -0.60% | 8.70 |
| Devine Cable Network Private Limited | 0.00% | (0.18) | 0.01% | (0.08) |
| Nectar Entertainment Private Limited | 0.00% | 0.16 | 0.06% | (0.80) |
| DEN STN Television Network Private Limited | 0.01% | 2.43 | 0.10% | (1.40) |
| Multitrack Cable Network Private Limited | 0.00% | 0.08 | 0.06% | (0.88) |
| Glimpse Communication Private Limited | 0.01% | 1.88 | 0.02% | (0.30) |
| Indradhanush Cable Network Private Limited | 0.02% | 2.82 | 0.21% | (2.96) |
| Adhunik Cable Network Private Limited | -0.01% | (0.91) | 0.04% | (0.55) |
| Pee Cee Cable Network Private Limited | 0.00% | - | 0.00% | - |
| Libra Cable Network Private Limited | 0.35% | 59.03 | -0.41% | 5.93 |
| Srishti Den Networks Private Limited | 0.55% | 94.26 | -0.06% | 0.88 |
| Maitri Cable Network Private Limited | 0.00% | 0.57 | -0.04% | 0.60 |
| Melody Cable Network Private Limited | 0.01% | 1.44 | 0.04% | (0.61) |
| Mountain Cable Network Private Limited | 0.00% | (0.30) | 0.07% | (0.94) |
| Portrait Cable Network Private Limited | 0.01% | 1.49 | 0.03% | (0.41) |
| Mansion Cable Network Private Limited | 0.87% | 149.47 | -3.41% | 49.11 |
| Skynet Cable Network Private Limited | 0.01% | 2.52 | 0.09% | (1.32) |
| DEN Discovery Digital Networks Private Limited | 1.32% | 225.64 | -0.70% | 10.05 |
| Jhankaar Cable Network Private Limited | 0.01% | 1.87 | 0.28% | (3.99) |
| Konark IP Dossiers Private Limited | 0.17% | 29.47 | -0.25% | 3.61 |
| DEN ABC Cable Network Ambarnath Private Limited | 0.05% | 7.73 | -0.20% | 2.90 |

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | |
|---|--|-------------------------|-------------------------------------|-------------------------|
| | As % of consolidated net assets | "Amount (Rs./millions)" | As % of consolidated profit or loss | "Amount (Rs./millions)" |
| Den Premium Multilink Cable Network Private Limited | 0.55% | 94.32 | -0.38% | 5.49 |
| Angel Cable Network Private Limited | -0.01% | (0.88) | -0.09% | 1.25 |
| Scorpio Cable Network Private Limited | 0.00% | 0.71 | 0.01% | (0.15) |
| Desire Cable Network Private Limited | -0.01% | (1.41) | 0.17% | (2.41) |
| Marble Cable Network Private Limited | 0.01% | 1.26 | -0.01% | 0.08 |
| Augment Cable Network Private Limited | 0.01% | 1.84 | -0.10% | 1.44 |
| ABC Cable Network Private Limited | 0.02% | 3.53 | -0.02% | 0.35 |
| Den MTN Star Vision Cable Private Limited | 0.01% | 1.18 | 0.02% | (0.36) |
| Minority Interests in all subsidiaries | -9.68% | (1,654.54) | 15.53% | (223.73) |
| Joint Ventures (as per proportionate consolidation) | | | | |
| Indian | | | | |
| Macro Commerce Private Limited | -0.26% | (45.08) | 3.17% | (45.65) |
| Star Den Media Services Private Limited | 2.34% | 400.33 | -2.42% | 34.79 |

38. MINORITY INTEREST

The break-up of the minority interest balance of Rs. 1,654.54 million (Previous Year Rs. 1,335.22 million) as at 31st March, 2015 is as follows:

| Particulars | (Rs. in million) | |
|---|-----------------------|-----------------------|
| | Year ended 31.03.2015 | Year ended 31.03.2014 |
| Opening balance | 1,335.22 | 910.11 |
| Add/(less):Minority's share of accumulated profit/(loss) | 108.51 | 75.87 |
| Add/(less):Share in profit/ (loss) | 223.73 | 367.42 |
| Add/(less):Decrease in Minority's share due to sale of shares | - | (18.18) |
| Add/(less): Other adjustment (Dividend) | (12.92) | - |
| Closing balance | 1,654.54 | 1,335.22 |

39. DURING THE YEAR 2013-14, THE COMPANY HAD ISSUED AND ALLOTTED 44,175,705 EQUITY SHARES AGGREGATING TO RS. 9,608.22 MILLION AS FOLLOWS

| Particulars | Amount (Rs. in million) |
|--|-------------------------|
| a. 12,466,321 equity shares by way of Qualified Institutional Placement (QIP) under chapter VIII of SEBI (ICDR) Regulation, 2009 | 2,711.43 |
| b. 31,709,384 equity shares by way of a Preferential Issue under Chapter VII of SEBI (ICDR) Regulation, 2009 | 6,896.79 |
| Total | 9,608.22 |

The utilization details of the above proceeds are as follows:-

| Particulars | Amount (Rs. in million) |
|--|-------------------------|
| a. Amount used for issue expense | 279.49 |
| b. Invest in capex for digitization, broadband and other infrastructure and services | 2,397.12 |
| c. Balance amount invested in fixed deposits and mutual funds | 6,931.61 |
| Total | 9,608.22 |

40. INTEREST IN JOINTLY CONTROLLED ENTITIES

The Holding Company has 50% interest in the assets, liabilities, expense and income of Star Den Media Services Private Limited (Star Den). Further, interest of Star Den in Media Pro Enterprise India Private Limited (Media Pro) is 50% resulting in 25% interest of the Holding Company in Media Pro. The Holding Company also has 50% interest in the assets, liabilities, expense and income of Macro Commerce Private Limited (Macro).

The Holding Company's share in assets, liabilities, income and expense of the jointly controlled entities, based on the audited financial statements for the year ended 31st March, 2015 is as follows:-

| (Rs. in million) | | | | | |
|--------------------|--------------------------------|---------------|---------------|----------------|---------------|
| | Particulars | Star Den | Media Pro | Macro | Total |
| ASSETS | | | | | |
| 1. | NON-CURRENT ASSETS | | | | |
| | Fixed assets | 0.63 | - | 6.90 | 7.53 |
| | | 0.89 | 2.66 | - | 3.55 |
| | Long-term loans and advances | 167.82 | 424.47 | - | 592.29 |
| | | 163.44 | 405.95 | - | 569.39 |
| 2. | CURRENT ASSETS | | | | |
| | Current investments | 199.39 | - | 21.43 | 220.82 |
| | | 180.00 | - | - | 180.00 |
| | Trade receivables | 7.86 | 6.13 | 2.44 | 16.43 |
| | | 10.69 | 341.91 | - | 352.60 |
| | Cash and bank balances | 6.89 | 61.02 | - | 67.91 |
| | | 30.68 | 589.91 | - | 620.59 |
| | Short-term loans and advances | 0.45 | 5.04 | 10.90 | 16.39 |
| | | 5.35 | 39.15 | - | 44.50 |
| | Other current assets | 7.80 | 0.72 | - | 8.52 |
| | | 3.87 | 206.56 | - | 210.43 |
| | TOTAL | 390.84 | 497.38 | 41.67 | 929.89 |
| | | 394.92 | 1,586.14 | - | 1,981.06 |
| LIABILITIES | | | | | |
| 3. | NON-CURRENT LIABILITIES | | | | |
| | Long-term provisions | - | - | 0.08 | 0.08 |
| | | - | - | - | - |
| 4. | CURRENT LIABILITIES | | | | |
| | Trade payables | 3.33 | 438.23 | 20.81 | 462.37 |
| | | 4.80 | 1,447.88 | - | 1,452.68 |
| | Other current liabilities | 6.35 | 11.15 | 7.39 | 24.89 |
| | | 24.57 | 103.80 | - | 128.37 |
| | Short-term provisions | 3.15 | - | 9.08 | 12.23 |
| | | 3.20 | 5.62 | - | 8.82 |
| 5. | SHAREHOLDERS' FUNDS | | | | |
| | Post-acquisition reserves | 365.51 | 35.50 | (45.68) | 355.33 |
| | | 349.85 | 16.34 | - | 366.19 |
| | | 378.34 | 484.88 | (8.32) | 854.90 |
| | | 382.42 | 1,573.64 | - | 1,956.06 |
| 6. | REVENUE | | | | |
| | Revenue from operations | 68.06 | 108.92 | 15.65 | 192.63 |
| | | 92.44 | 433.47 | - | 525.91 |
| | Other income | 17.15 | 31.71 | 0.23 | 49.09 |
| | | 64.80 | 4.59 | - | 69.39 |

(Rs. in million)

| | Particulars | Star Den | Media Pro | Macro | Total |
|----|--|--------------|--------------|----------------|----------------|
| 7. | EXPENSES | | | | |
| | Employee benefit expense | 34.13 | 20.64 | 7.63 | 62.40 |
| | | 38.22 | 136.55 | - | 174.77 |
| | Finance costs | - | 0.25 | 0.37 | 0.62 |
| | | - | - | - | - |
| | Depreciation and amortisation expense | 0.27 | 0.78 | 0.41 | 1.46 |
| | | 0.63 | 3.85 | - | 4.48 |
| | Other expenses | 34.34 | 98.48 | 54.09 | 186.91 |
| | | 60.76 | 257.71 | - | 318.47 |
| | Profit/ (loss) before tax | 16.47 | 20.48 | (46.62) | (9.67) |
| | | 57.63 | 39.95 | - | 97.58 |
| | Less : Tax expenses | 0.83 | 1.32 | - | 2.15 |
| | | 60.75 | 46.81 | - | 107.56 |
| | Profit / (loss) for the year after tax | 15.64 | 19.16 | (46.62) | (11.82) |
| | | (3.12) | (6.86) | - | (9.98) |

Note: Amounts in italics represent previous year's figures.

There are no commitments of the jointly controlled entities. Media Pro has given bank guarantee amounting to Rs. 32.70 million in favour of The Registrar, Supreme Court of India against a matter. The Group's share of this contingent liability as at 31st March, 2015 amounts to Rs. 8.17 million.

41. EARNINGS PER EQUITY SHARE (EPS)

| Particulars | Year ended 31.03.2015 | Year ended 31.03.2014 |
|--|--------------------------|--------------------------|
| a. Net Profit/ (loss) attributable to equity shareholders (Rs. in million) | (1,440.21) | 383.99 |
| b. Weighted average number of equity shares outstanding used in computation of basic EPS | 178,199,806 | 161,317,159 |
| c. Basic Earnings/(Loss) per equity share of Rs. 10 each (in Rs.) | (8.08) | 2.38 |
| d. Weighted average number of equity shares and equity equivalent shares outstanding used in computing diluted EPS | 178,199,806 | 161,317,159 |
| e. Diluted Earnings/(Loss) per equity share of Rs. 10 each (in Rs.) | (8.08) | 2.38 |

*There are no potential equity shares as at 31st March, 2015.

42. Figures pertaining to the subsidiaries and jointly controlled entities have been regrouped / reclassified wherever necessary to bring them in line with the Group's financial statements.
43. Pursuant to TRAI notification, Digital Addressable System (DAS) was implemented in metropolitan cities of the country in phase I with effect from 1 November, 2012 and in 38 other cities in phase II with effect from 1 April, 2013. The Group is in the process of finalising the subscription fee to be billed to subscribers. Pending finalisation of such subscription fees, the Company has recognised subscription income on best estimates based on market trends and negotiations with distributors/ local cable operators. Based on its review of such estimates on a regular basis management is of the view that any change arising in the subscription fee once finalised will not have significant impact on the revenue of the Group for the current year and previous year.
44. During the year, with effect from 01 April, 2014, the Group has revised the estimated useful lives of certain assets based on a technical study and evaluation of the useful life of the assets conducted in this regard and management's assessment thereof. The details of previously applied depreciation rates and useful life and revised useful life are as follows:

| Asset | Previous depreciation rate and useful life | Revised useful life based on SLM |
|------------------|--|----------------------------------|
| Computers | 16.67% / ~6 years | 33.33% / ~3 years |
| Office Equipment | 10% / ~10 years | 20% / ~5 years |

Consequent to the change arising from the assessment of the useful lives of certain assets as above:

- i. The Group has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on 01 April, 2014, and has adjusted an amount of Rs17.80 million against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus.
 - ii. As a result the net depreciation charge for the year is higher by Rs11.64 million.
- 45.** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/ disclosure.

In terms of our report attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's registration no. 015125N)

For and on behalf of the Board of Directors

JITENDRA AGARWAL
Partner
(Membership No. 87104)

New Delhi
11 May, 2015

SAMEER MANCHANDA
Chairman Managing Director
DIN: 00015459

MANISH DAWAR
Group Chief Financial Officer

New Delhi
11 May, 2015

AJAYA CHAND
Director
DIN: 02334456

JATIN MAHAJAN
Company Secretary
FCS-6887

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the members of DEN Networks Limited will be held on Tuesday, September 29, 2015 at 11.30 A.M. at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, Delhi to transact the following businesses:

ORDINARY BUSINESS

1. To Receive, consider and adopt audited standalone financial statements of the Company for the financial year ended March 31, 2015.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as at March 31st, 2015, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. To Receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited consolidated financial statements of the Company including the balance sheet as at March 31st, 2015, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

3. Re-appointment of Mr. Sameer Manchanda as a Director liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Sameer Manchanda (DIN: 00015459), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Executive Director of the Company liable to retire by rotation.”

4. Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), M/s. Deloitte Haskins & Sells, Chartered

Accountants, (Firm Registration No. 015125N), be and are hereby appointed as Statutory Auditors of the Company, for a period of three years i.e., from the conclusion of Eighth (08th) Annual General Meeting till the conclusion of Eleventh (11th) Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as shall be fixed by the Board of Directors on recommendation of the Audit Committee.”

SPECIAL BUSINESS

5. Re-appointment and fixation of remuneration of Mr. Sameer Manchanda, Chairman Managing Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and remuneration policy and performance evaluation and Memorandum & Articles of Association of the Company, any amendments or re-enactments thereto and any other acts, rules or other statutes applicable, the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sameer Manchanda (DIN: 00015459) as Chairman Managing Director of the Company for a period of three (3) years (i.e., 10-09-2015 to 09-09-2018) at a total remuneration of Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lacs) per annum as decided by the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, with 10% increment on yearly basis the details of which is given in the explanatory statement to the notice, subject to approval of the Central Government/Ministry of Corporate Affairs and other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by appropriate authorities while granting such permissions and shall also be liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, then remuneration as decided above be paid with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized (which term shall always be deemed to include any committee as constituted or to be constituted

by the board to exercise its powers conferred under this resolution) to vary the remuneration from time to time as may be required to the extent the Board may consider appropriate in accordance with the applicable provisions of Companies Act, 2013, any rules, regulations and schedules made there under for the time being in force and/or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized severally to file necessary application(s), document(s), form(s), clarification(s), give representation(s), returns etc., and to do all such acts, matters, deeds and things necessary or desirable in connection with, or incidental to, giving effect to the above resolution, including filing of the resolution/ application(s) with the Registrar of Companies, NCT of Delhi & Haryana, Central Government and any other authority, if any and to comply with all requirements in this regards.”

6. To approve the remuneration payable to M/s. Ajay Kumar Singh & Co, Cost Accountants as Cost Auditors of the Company for the financial year 2015-2016

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and as per the recommendations of the Audit Committee, the Cost Auditor, M/s. Ajay Kumar Singh & Co. (FRN-000386), appointed as Cost Auditors by the Board of Directors of the Company, to audit the cost records of the Company for the financial year 2015-2016, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For **DEN Networks Limited**

Sd/-

Jatin Mahajan

Company Secretary & Compliance Officer

Place: New Delhi

Dated: 31st July, 2015

Notes:-

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of Annual General Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/ Proxies are requested to bring a copy of this notice as no copies will be made available at the meeting. Under no circumstances, photocopies of the admission slip will be allowed for admission at the meeting place. The notice of the 8th Annual General Meeting and the DEN's Annual Report for FY 2014-2015 will be available on the Company's website i.e., **www.dennetworks.com**, those members who do not receive copies of annual report can collect their copies from the Registered Office of the Company.
6. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
7. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
8. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. The Registers of Contract and Arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. Members can avail the nomination facility with respect to shares held, by submitting a request in writing to the company or to M/s Karvy Computershare Private Limited, the Registrar and Share transfer Agent of the company.
11. Mr. Sameer Manchanda (DIN 00015459), Chairman Managing Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible,

offer himself for re-appointment. Brief resume of the director, nature of his expertise and names of other Public Limited companies in which he holds directorship and chairmanship / membership of committees of Board as required under clause 49 of the Listing agreement entered into with the stock exchange(s), are provided in the Corporate Governance report annexed in the Annual Report. On re-appointment, Mr. Sameer Manchanda will continue to act as Executive Director. The Board of directors recommends his re-appointment.

12. The registers of members will be closed from September 22, 2015 to September 26, 2015, both days inclusive. The transfer Books of the company will also remain closed for the aforesaid period.
13. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M to 1.00 P.M. except holidays upto the date of Annual General Meeting.
14. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by KARVY, on all resolutions set forth in this Notice.
15. Notice of the 8th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 8th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
16. Members are requested to send all the correspondence concerning registration of transfer, transmission, subdivision, consolidation of shares or any other share related matters and or change in address to the Company's Registrar & Share Transfer agent, M/s Karvy Computershare Private Limited, at Karvy House, 46 Avenue 4, Street No. 1, Banjara Hills, Hyderabad- 500 034
17. The details of the stock exchanges, on which the securities of the company are listed, are given separately in this Annual Report.
18. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Annual General Meeting.
19. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer agent, Karvy Computershare Private Limited, for consolidation into a single folio.
20. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for Special Business, setting

out all material facts and the statement of particulars of Directors seeking appointment/re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto. The Directors have furnished the requisite consents/ declarations for their appointment / reappointment.

21. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
22. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants (DP) where the shares are held in dematerialised form.
23. As per the requirements of Secretarial Standard SS-2, with respect to the General Meetings, the venue of the Annual General Meeting is "**Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, Delhi**" and the Route Map thereof is annexed with the Notice and is also posted on the website of the Company.

INSTRUCTIONS FOR E-VOTING

1. Voting through electronic means:
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - b) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.
 - c) The Board of Directors has appointed Mr. Manoj Kumar Jain, Company Secretary in practice as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
 - d) Members are requested to carefully read the instructions for e-voting before casting their vote.
 - e) The e-voting period will commence at 9.00 A.M on September 25, 2015 and will end at 5.00 P.M. on September 28, 2015.
 - f) The cut-off date (i.e. the record date) for the purpose of e-voting is September 22, 2015.
 - g) The procedure and instructions for e-voting are as under:
 - i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
 - ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

| | |
|---------|---|
| | For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company |
| | Your Unique password is Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice |
| Captcha | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- iii) Please contact our toll free No. 1800-3454-001 for any further clarifications.
- iv) Members can cast their vote online from September 25, 2015 @ 9.00 A.M. and will end at 5.00 P.M. on September 28, 2015.
- v) After entering these details appropriately, click on “LOGIN”.
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'DEN NETWORKS LIMITED'.
- ix) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

- xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”.A confirmation box will be displayed .If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (Corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to manojfcs@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”.
- h) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not be allowed to vote again at the Meeting.
- i) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being September 22, 2015.
- j) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company (www.dennetworks.com) and on Karvy's website (<https://evoting.karvy.com>).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Sameer Manchanda was appointed as Chairman Managing Director of the Company for a period of five years (i.e., 10-09-2010 to 09-09-2015) through Postal Ballot dated 21st October 2010. The shareholders of the Company through Postal Ballot dated 28-12-2010 approved giving of managerial remuneration of Rs. 15 Lac per month. The managerial remuneration was increased to Rs. 20 Lac per month with 10% increment on yearly basis (w.e.f., 12-11-2012) by approval of shareholders through Postal Ballot on 28-02-2013.

It is proposed to re-appoint Mr. Sameer Manchanda as Chairman Managing Director for a period of 3 years from 10-09-2015 to 09-09-2018 on managerial remuneration of Rs 3.25 Crore per annum with 10% increment on yearly basis.

In terms of the provisions of the Companies Act 2013, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their respective meeting held on July 31, 2015, have approved re-appointment of Mr. Sameer Manchanda as Chairman Managing Director of the Company for a period of three years on the remuneration of Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lacs) per annum with 10%

increment on yearly basis. In case, the Company will have no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Pursuant to Schedule V of the Companies Act, 2013, details of Mr. Sameer Manchanda are as follows:

I. General Information

1. Nature of the Industry

DEN Networks Limited (“DEN”) is India’s largest cable TV distribution company serving 13 million homes in over 200 cities. The company has been a front runner in the digitisation of Indian cable television and has approximately 6 million digital subscribers. DEN’s geographic footprint spans 13 key states across India including Delhi, Uttar Pradesh, Karnataka, Maharashtra,

Gujarat, Rajasthan, Haryana, Kerala, West Bengal, Jharkhand and Bihar. The company has a significant presence in the strategic & economically important Hindi Speaking Markets (HSM) belt. DEN has soft launched its super-fast cable broadband internet services on DOCSIS 3.0 technology. The offering offers plans up to speeds of 100 Mbps. The service is currently available in parts of Delhi NCR.

2. Date or expected commencement of commercial production
The Company commenced its operations since July 10, 2007.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus.
Not Applicable
4. Financial Performance based on given indicators

Standalone Figures (Rs. in’000)

| Particulars | Year ended March 31, 2015 | Year ended March 31, 2014 | Year ended March 31, 2013 |
|---|---------------------------|---------------------------|---------------------------|
| Sales and other Income | 9,434,710 | 9,366,160 | 7,260,210 |
| Profit before Depreciation, Interest and Tax but after Prior Period Items | 714,760 | 1,638,480 | 1,580,730 |
| Depreciation / Amortization | 1,086,790 | 852,140 | 496,150 |
| Interest and Finance Charges | 765,510 | 828,000 | 446,840 |
| Profit / (Loss) before Exceptional Items and Tax | (1,137,540) | (41,660) | 637,740 |
| Exceptional Gain / (Loss) | Nil | Nil | Nil |
| Profit / (Loss) before Tax | (1,137,540) | (41,660) | 637,740 |

5. Foreign Investments or Collaborations, if any

Your company is not having any foreign investment/ foreign collaboration.

II. Information about the appointee

| S. No. | Particulars | Remarks |
|--------|---|---|
| 1. | Background details including qualification, experience etc. | Mr. Sameer Manchanda has over 2 decades experience in the Indian media industry and has played an active role in the evolution of the Indian television industry since 1984. His experience and expertise span all segments of the media industry including the fields of strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He is a qualified Chartered Accountant & a Fellow member of the Institute of Chartered Accountants of India. Terms and conditions of reappointment It is proposed to re-appoint Mr. Sameer Manchanda as Chairman Managing Director for a period of 3 years from 10-09-2015 to 09-09-2018 |
| 2. | Past Remuneration | Mr. Sameer Manchanda was paid Rs. 2.60 Crore as remuneration during the Financial year ended on 31.3.2015. The Central Government has approved remuneration of Rs. 2.83 Crore per annum for the Financial year 2015-16. |
| 3. | Recognition and awards | Mr. Sameer Manchanda has been associated with the Indian television industry since 1984 and is an acknowledged expert in various fields including strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He was a co-founder of the erstwhile IBN18, home of leading television channels CNN IBN and IBN7 and was the Joint Managing Director of the company from 2005 to 2010. He was also a founding member of the News Broadcasters Association and served as its President in 2009 and 2010. The industry portal Indiantelevision.com has recognized him as a Top 10 executive of the Indian television industry for two successive years, 2008 and 2009. |
| 4. | Job Profile and suitability | As Chairman Managing Director of the Company, Mr. Sameer Manchanda is responsible for all matters pertaining to finance, raising of funds, investor relations and business development. He is also jointly responsible for matters pertaining to MSO acquisitions and technical areas among others. Mr. Sameer Manchanda has experience and expertise span in all segments of the media industry including the fields of strategic & financial planning, media distribution, capital structuring, mergers & acquisitions, collaborations and joint ventures. He is highly suitable for the job. |

| S. No. | Particulars | Remarks |
|--------|---|--|
| 5. | Remuneration Proposed/ remuneration sought to be paid | <p>As per recommendation of Nomination and Remuneration/Compensation Committee subsequently approved by Board of Directors of the Company. The details of remuneration to be paid are as follow:</p> <p>Salary Gross Salary of Rs. 3.25 Crore per annum with 10% increment on yearly basis.</p> <p>Perquisites Medical Benefits for self and Family: Reimbursement of expenses actually incurred.</p> <p>Leave Travel Concession For self and family, reimbursement in respect of which shall not exceed one month's salary in a year. Any unspent amount be repaid at the end of tenure or may be carried forward to the succeeding years in case of extension of appointment.</p> <p>Provident Fund Contribution to the Company's Provident Fund Scheme, in accordance with the rules of the scheme.</p> <p>Gratuity One month's half salary for each completed year of service.</p> <p>Leave Encashment Encashment of leave at the end of the tenure subject to a maximum of 45 days, including brought forward leaves if any.</p> <p>Car Free use of Company maintained car with chauffeur for official purpose.</p> <p>Telephone Free telephone facility at residence.</p> <p>Club Membership Actual fees for a maximum of two clubs.</p> <ul style="list-style-type: none"> • Mr. Sameer Manchanda will not be receiving sitting fees for attending meeting of the Board or Committee thereof. • In the event of any relaxation made by the Government in the guidelines or ceilings on managerial remuneration during his tenure the remuneration payable to Mr. Sameer Manchanda may be increased as the Board may deem fit, in accordance with such guidelines for ceilings. |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The remuneration of the appointee, Mr. Manchanda is fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Chairman Managing Director respectively and enriched knowledge & vast experience of the appointee. He shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any | Mr. Sameer Manchanda is a promoter director of the Company. Except and otherwise, Mr. Manchanda does not have any pecuniary relationship with the Company and is not related with any other director or any other managerial personnel(s) of the company. |

The Scope and quantum of remuneration and perquisites specified in point (5) above, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with the relevant provisions of the Companies Act and schedule V and/or the rules and regulations made there under and/ or such guidelines as may be announced by the Central Government from time to time in future.

In absence of or inadequacy of profits in any financial year during the currency of tenure of the appointee, the aforesaid remuneration will be paid with the prior approval of the Central Government or in accordance with the provisions of Section II or Part II of Schedule V of the Companies Act,

2013 or such other amount as may be provided in Schedule V as may be amended from time to time or an equivalent statutory re-enactments thereof.

The Company shall pay to or reimburse the Executive Chairman and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

Executive Chairman is liable to retire by rotation. Accordingly, if he fails to get re-appointment in General Meeting, his appointment as an Executive Chairman will cease automatically.

| Other details: | | |
|----------------|---|---|
| 01. | Date of first appointment on Board | 15.09.2007 |
| 02. | Shareholding in the Company | 26.18% |
| 03. | Age | 54 years |
| 04. | No. of Board Meetings attended in financial year 2014-15 | Total Meetings held- 5 No. of meetings attended- 5 |
| 05. | Other Directorships, Membership/Chairmanship of Committees of other Board* | Nil |
| 06. | Relationship with other Directors, Manager and other Key Managerial Personnel of the Company. | (Yes) (No) ✓ |

*For the purpose of considering the total number of directorships, all Public Limited Companies, whether listed or not, have been considered. Private Limited Companies, Directorship in DEN Networks Limited, Alternate Directorships, Foreign Companies and Companies under section 8 of The Companies Act, 2013, have not been included and in calculation of total number of Memberships/ Chairmanships of Committee(s) only Audit Committees and Stakeholders' Relationship Committees of all Public Limited Companies have been considered.

III. Other Information

- Reasons for loss/inadequacy of profits
Your Company is in the cable distribution business which involves significant expenses in technology, infrastructure and skilled professionals for successfully running its business. The Broadband business of the Company is at nascent stage and involves significant investment. The company faces several competitive pressures from within the cable industry and from other distribution platforms. The company has been making significant investments in various areas to maintain its leadership position within the industry and further grow its subscriber base. The company also maintains a large infrastructure for digital cable services which has high operating and maintenance costs attached to it.
- Steps taken or proposed to be taken for improvement
Besides pursuing growth to bolster its revenue streams, the Company is also seeking to expand into new areas which can give it new revenue streams. The Company is also strictly controlling its expenses to maximize its margins and the profitability. It is constantly seeking new ways and means to increase efficiency of its resources. The Company is also increasing its subscriber base in Cable and Broadband to maximize the returns.
- Expected increase in productivity and profits in measurable terms
The Company expects a reasonable improvement in its profitability as a result of aforesaid efforts.

IV. Disclosures:

The details of remuneration are set out in the accompanying notice. The appointment and remuneration of Mr. Sameer Manchanda have been approved by Nomination and Remuneration/ Compensation Committee and the Board of Directors of the Company.

The Company shall make appropriate disclosures as required under Schedule V of the Companies Act, 2013 in the Corporate Governance Report forming part of the Directors' Report of the Company.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution for approval by members.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Sameer Manchanda, Chairman Managing Director, are concerned or interested in the above resolution financially or otherwise.

ITEM NO. 6

The Board of Directors of the Company as per the recommendation of the Audit Committee, has approved the appointment of M/s. Ajay Kumar Singh & Co., Cost Accountant, as Cost Auditor, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 on remuneration of Rs. 60,000/- (Rupees Sixty Thousand) plus applicable service tax and out of pocket expenses as may be incurred.

Accordingly, it is proposed to sought consent of the members by passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

The proposal as mentioned in Item No. 6 is in the interest of the Company and the Board recommends the resolution for approval by members.

None of the persons namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise.

By order of the Board
For **DEN Networks Limited**
Sd/-
Jatin Mahajan
Company Secretary & Compliance Officer

Place: New Delhi
Dated: 31st July, 2015

NOTES

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A series of horizontal dotted lines for writing notes.

Route map to the venue of the AGM



ATTENDANCE SLIP



DEN NETWORKS LIMITED

Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi – 110020
investorgrievance@denonline.in | www.dennetworks.com
Tel : + 91 11 40522200, Fax: + 91 11 40522203
08th Annual General Meeting – September 29, 2015

Registered Folio no. / Client ID no.:

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Number of shares held

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I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 8th Annual General Meeting of the Company at Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, Delhi on Tuesday, September 29, 2015 at 11:30 A.M. IST

.....

.....

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

PROXY FORM (MGT-11)

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]



DEN NETWORKS LIMITED

Registered Office: 236, Okhla Industrial Estate, Phase-III, New Delhi – 110020
investorgrievance@denonline.in | www.dennetworks.com
Tel : + 91 11 40522200, Fax: + 91 11 40522203
8th Annual General Meeting – September 29, 2015

Name of the member(s)

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Registered address

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Folio no. / Client ID

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I/We, being the member(s) of shares of the above named company, hereby appoint

Name: Email:

Address:.....

..... Signature:.....

or failing him / her

Name: Email:

Address:.....

..... Signature:.....

or failing him / her

Name: Email:

Address:.....

..... Signature:.....

or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 8th Annual General Meeting of the Company, to be held on Shri Ram Centre, 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, Delhi on Tuesday, September 29, 2015 at 11:30 A.M. IST and at any adjournment thereof in respect of such resolutions are indicated below:

| Resolution no. | Resolution | Vote (Optional see Note 2) (Please mention no. of shares) | | |
|--------------------------|--|--|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1 | To receive, consider and adopt audited Standalone Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015 | | | |
| 2 | To receive, consider and adopt audited Consolidated Balance Sheet, Statement of Profit and Loss and Auditors Report for the financial year ended March 31, 2015 | | | |
| 3 | Appoint a director in place of Sh. Sameer Manchanda, who retires by rotation and being eligible, seeks re appointment | | | |
| 4 | Re-appointment of M/s. Deloitte Haskins Sells, Chartered Accountants as Statutory Auditors of the Company | | | |
| Special Business | | | | |
| 5 | Re-appointment of Mr. Sameer Manchanda as Chairman Managing Director | | | |
| 6 | To approve the remuneration payable to M/s. Ajay Kumar Singh & Co, Cost Accountants as cost auditors of the Company for the financial year 2015-2016 | | | |

Signed this day of 2015.

.....
Signature of the member(s)

.....
Signature of the proxy holder(s)

| |
|---------------------------|
| Affix revenue stamp |
|---------------------------|

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.



DEN Networks Limited
236, Okhla Industrial Estate, Phase III
New Delhi – 110020

www.dennetworks.com