Collaborative Strategies
Cohesive Growth

ZEE MEDIA CORPORATION LIMITED
CIN: L92100MH1999PLC121506

Annual Report 2017-18

INSIDE THIS REPORT

FORWARD LOOKING STATEMENTS

Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

COLLABORATIVE STRATEGIES COHESIVE GROWTH

Why settle for less when we can collaborate to achieve much more.

When change is the only constant, the equation of success changes from running alone on a track to conquering the target with worthy collaborating partners alongside. With businesses across the globe undergoing changes of varying magnitudes, incremental growth will imply changing scale, scope and complexity of a kind wherein no one sector or stakeholder will be able to manage transformation alone. The businesses of tomorrow will require alliances that will bring different partners together to overcome the challenges and risks that will determine the fortunes of the enterprise. Players of the long haul will weave their success stories with diverse and vibrant threads; each unique and vital to the bigger picture. The legacy will sustain only if every weave withstands the headwinds of change. As every instrument is vital to a symphony, and every weave to a prized tapestry, Collaborative Growth is the way forward to building a successful and sustainable enterprise. We have learnt from the theory of evolution that, to stay relevant, one has to collaborate and improvise.

At Zee Media, we believe that facilitating a vigorous, collaborative and progressive ecosystem for all our stakeholders is our success mantra. Zee Media, with its capacity to promote participation and to increase accountability, can play a critical partnership role with all of its stakeholders thereby offering value to its customers and viewers. We have continuously invested in our business and, as a result, we stand tall today in the news television space with fourteen news channels comprising one international channel, three national channels and ten regional channels. These channels offer us a strong national presence and have also strengthened the presence of Zee Media as a regional player in North, West, East and Central India. This has not only made Zee Media emerge as a strong and responsible media house, but also one that understands its accountability towards stakeholders for results and takes on this task with respect and humility.

Looking into the future, we see ourselves at the helm of a cohesive growth plan that adds significant value to all our stakeholders. Our focus will be on strengthening the existing platforms as we have done in the financial year ended March 2018, while working aggressively towards growing new areas for comprehensive growth of business. We have embarked on a journey of collaborative progress, the pillars of which are engaging with our viewers, delivering superior value and reach to our advertisers, becoming a preferred employer to our employees, and being a conscientious bridge between the government and masses.

GROWING TOGETHER WITH VIEWER ENGAGEMENT

Viewer engagement for achieving gratification is a process beyond just grabbing eyeballs. It involves providing an overall experience to the viewer by understanding how invested and interactive audience are with one's content. When audience are engaged with one's content, they are likely to stick around on the channel or website for relatively longer periods of time, visiting the content platform multiple times, which will eventually define the success of these platforms. Zee Media is on a path to empower its viewers by crossing geographical and language barriers. Our wide array of regional news channels and WION, our global news channel, strive to bring the Indians in sync with the regional and global occurrences. Zee Media has already achieved new feats in FY 17-18 wherein Zee News, its flagship channel, scaled itself up to the number 2 spot in the news genre. In addition, regional channels too contributed to the performance of the company.

Zee Media continues to be one of the largest news networks in the country, touching more than 327 million viewers through fourteen news channels in eight different languages and reaching out to more than 421 million users through digital channels. WION, first Global English news channel out of India, reached more than 5.9 million viewers across India and extended its footprint to South Asia (Sri Lanka, Bangladesh), Middle-East (Qatar, UAE), Africa and Australia.

The channel aspires to enter other global markets of relevance in FY 2018-19 through different formats to further enhance its reach and engagement with different sets of target audiences across these new geographies.

Digital transformation is expected to take 43% of Indians online by 2020. Given the low penetration levels of internet in rural India, the next leg of growth will be spearheaded by rural India. Keeping this huge untapped opportunity in sight, we have strengthened our already strong regional presence with the addition of five more language news sites in Tamil, Telugu, Malayalam, Kannada, and Gujarati, within the fold of **Zeenews.com,** in addition to strengthening the existing English, Hindi, Bengali, and Marathi sites. These efforts have borne fruit with a year on year increase of 59% in visitors and 106% in page views.

We have added a new business of TV Commerce / E-Commerce to our existing core news business. We aim to strengthen this platform during FY 2018-19 by creating synergies across available platforms that will facilitate growth of the business in a competitive manner. This will also lead to diversification of our offerings and revenue model and bring in benefits from the expected retail boom by targeting consumers beyond Tier I cities.

GROWING TOGETHER WITH ADVERTISERS' REACH

Our leadership presence in respective geographies provides cohesive growth opportunities to our advertisers for superior target oriented marketing. This has made us an ideal partner for both national and regional advertisers to strengthen and grow their brand value.

327 million viewers

14 News Channels in

8 different languages

421 million digital users

The ability to get as close as possible to the target market is a crucial success factor for advertisers. Marketers and advertisers are clamoring to grab viewer's attention in every possible way. Higher income levels, better access to education & information and macro-economic development have led to the Indian hinterland witnessing metamorphosis into a fast growing and high potential market. With our strong bouquet of leading national and regional channels as well as digital platforms, Zee Media enjoys widespread presence and offers significant value to marketers.

We have made successful inroads into the major regional niches of the country with our broad gamut of regional channels. As we capture audiences' attention across multiple platforms and channels, we have designed attractive offerings for advertisers with an aim of significantly improving the impact of the message across various mediums. These can be suitably customized and yet remain scalable.

With two free to air national channels, we have enhanced our reach to all the sections of the society. Additionally, the flexibility and capacity to air innovative, relevant and customized content has truly helped in unleashing our creative potential. This opens up attractive opportunities through cross-selling and bundling for our advertisers.

GROWING TOGETHER WITH SOCIETY AND GOVERNMENT

We believe that a successful democracy is based on the effective two-way flow of communication between the people of the country and the governing authorities. We have donned the role to bring our viewers and policymakers together with the objectives of encouraging discussions & debates, seeking or providing clarifications and redressing grievances.

Our strong regional presence in different languages is an ideal platform to reach the niches and masses alike. Our ability to target both national and regional issues has enabled us to percolate policies down to the last mile as well as to highlight local but vital issues on regional or national front based on relevance. This has helped generate relevant responses from the authorities as well.

Several of our path breaking programmes made a mark with enormous public support and earned government recognition too. **Mission GST – One Nation One Tax** was a four-month long campaign by Zee Business to create awareness about the new taxation system and its impact across the population strata and culminated with **GST conclave** where the government could further create awareness and provide its viewpoint on challenges. **Swasth Hindustan Summit & Conclave,** a Zee Hindustan initiative, promoted discussion on India's current state of health and initiatives undertaken by the Government to bring India at par with international standards. **Aapla Shahar Aapla Awaaz** is a Zee 24 Taas platform to highlight citizens' issues and to seek solutions from local government authorities.

State Summits, such as **Punjab...The New Roadmap, MP State Summit, Rising New India Conclave** (Rajasthan) and **Bihar Conclave** promote discussions on roadmaps for state development. Zee Media's flagship initiative **Ananya Samman,** which highlights citizens' contribution towards society and felicitates their efforts, crossed the milestone of 10 years.

Several other events highlighted various issues with governance as well as social causes, such as women empowerment and education.

We believe that effective collaboration between the society and the governing authorities will lead to a cohesive, broad based growth and will help build a vigilant and progressive nation.

GROWING TOGETHER WITH OUR EMPLOYEES - OUR TRUSTED AIDES

Employees are our biggest assets and their whole-hearted commitment is a vital tool in our giant strides towards the future. We value our employees and embrace the diversity, experience and virtues they bring to the organization. We believe that effective collaboration between our employees provides us with an edge in understanding our audience and in connecting with them.

We operate in a fast-paced and highly creative business environment where content is the king. We are continuously investing in employee engagement as it can make a big difference in our ability to report timely, accurate, relevant, and thought-provoking content. Moreover, we periodically engage employees in formal training involving work skills and personality development to enhance employee competencies and prepare them for the dynamic business environment. We have worked towards building a competent team by providing creative liberty and progressive work environment. Thus, cohesive growth is the way forward for both organizational goal achievement and employee development.

As a conscientious media company, we aim to imbibe the core values of the group across all levels of our organization. As a progress in this direction, we have initiated the journey in three phases – Evolve, Cascade and Implement – to ensure higher level of participation of the employees in defining these values. During the Evolve phase, we conducted multiple workshops with critical mass to co-create our values. Several cascading sessions were conducted to further develop and to deeply embed them in the DNA of the organization. These values are also being incorporated into the Performance Management System to accord as much as importance to them as to the functional performance and to ensure that employees exhibiting our values are positively reinforced.

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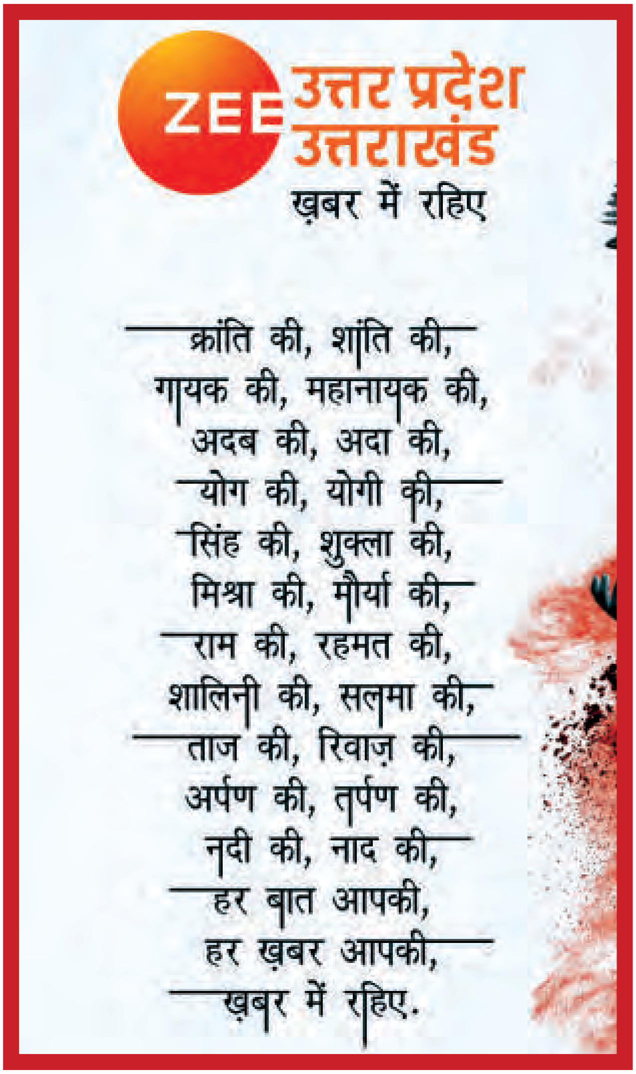
STEADFAST PROGRESS NURTURING NEW VENTURES

The resilient Indian economy has shown its mettle by successfully tiding over domestic turbulence caused by demonetization and the new GST regime. The strong rebound bodes well for the media & entertainment industry, which is expected to cross INR 2 trillion by 2020.



Promising times ahead

The media and entertainment industry is expected to witness a healthy growth with a CAGR of 11.6% over 2016-2020, with the television media industry expected to grow at 9.8% and digital media at 24.9% over the same period. This presents a very viable market to be tapped. The news genre is also seeing benefits from switch of channels from Pay to Free to Air platform leading to expansion in viewership and consequent growth in advertising revenues.

Broad and attractive portfolio helps consolidate leadership

We continue to be one of the largest news networks in the country touching more than 327 million viewers through 14 News Channels in 8 different languages and 421 million users through digital channels.

Zee News and **Zee Hindustan** cater to the Hindi news genre. Zee News emerged as the channel with maximum average time spent per viewer during the year.

Zee Business, India's 1st 24-hour Hindi business channel, reached more than 17.5 million viewers.

WION, India's 1st Global English news channel out of India is consistently expanding its prominence in the mindspace of Indians who think global.

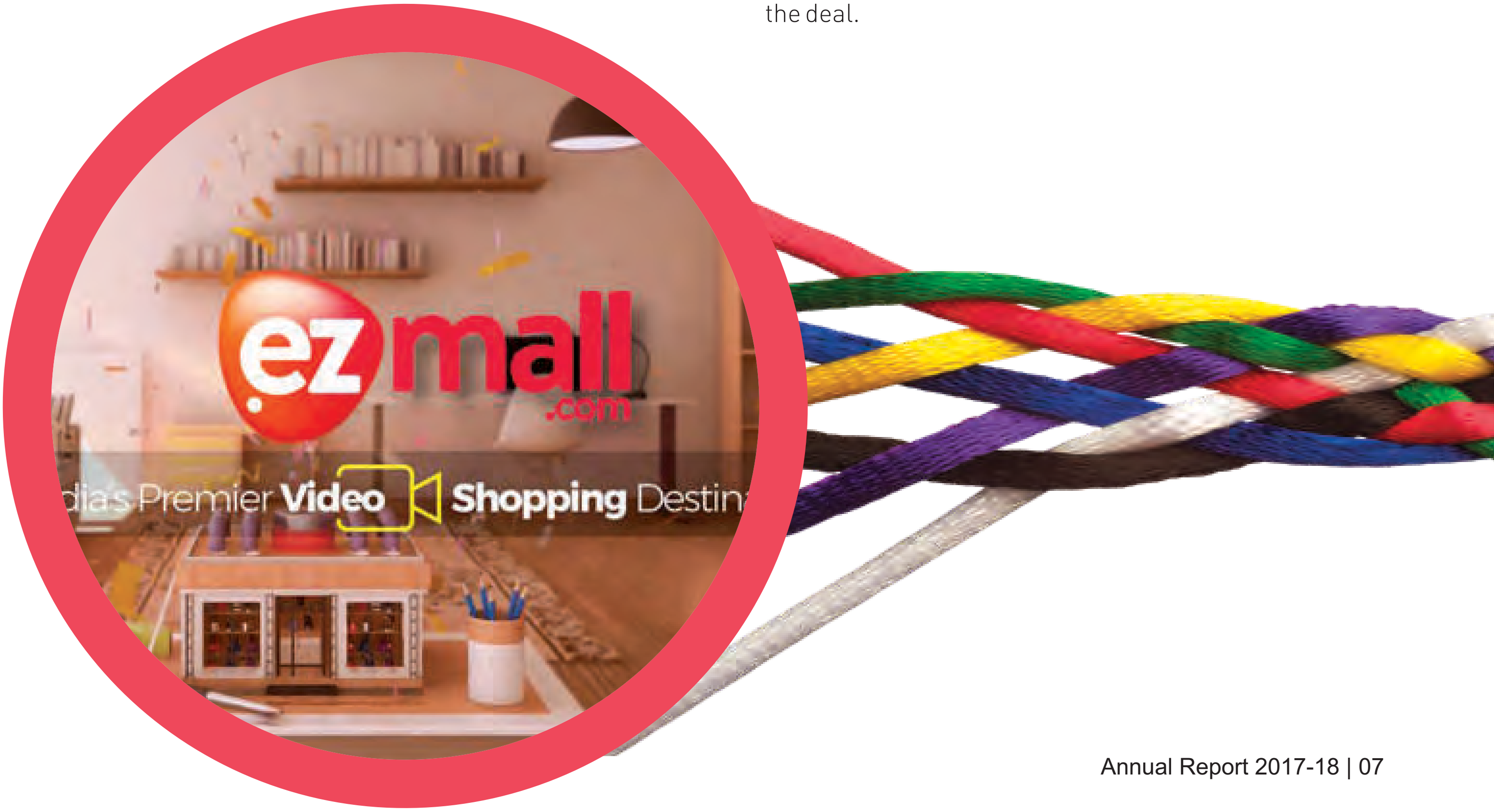
10 Regional Channels enable deep penetration into the different states of India. **Zee Punjab Haryana Himachal, Zee Madhya Pradesh Chhattisgarh and Zee Bihar Jharkhand** dominate their respective regions, while the others are challenging the leaders in their respective markets.

Digital foray - a focus area

India is at the brink of a digital revolution with 43% of the Indian population expected to be online by 2020. As per a Nasscom report, 75% of anticipated number of internet user base is expected from small towns and rural India. To grab a share of this burgeoning opportunity, we expanded our digital portfolio through launch of 5 news language sites within the fold of **Zeenews.com** – Tamil, Telugu, Malayalam, Kannada, and Gujarati. The website attracted over 360 million visitors with 2.4 billion page views. The newly launched **Zeebiz.com** and **Wionews.com** are also carving out a niche for themselves.

Nurturing new ventures

In a bid to grab a share of the rising incomes levels in rural India, we launched a video based shopping business **Ez-Mall Online Ltd.** This will cater to consumers beyond Tier I cities through DTH, Cable and its website Ezmall.com. This venture is expected to help diversify our revenues and opens up growth opportunities in the booming organised retail space. Our Board has also approved the acquisition of **92.7 Big FM**, the radio business of Reliance Broadcast Network Ltd. We are awaiting regulatory approvals on the deal.



RAISING THE BAR WITH INNOVATIONS

Successful organisations are always on the move to reinvent themselves. The process of constant improvement, innovation, and advancement makes an organization nimble, progressive and battle ready to face the ever-changing dynamics. We at Zee Media, have always been ahead of the curve, constantly improving ourselves to be prepared to ride the next big wave. Some of the initiatives we are working on are discussed below.

INTEGRATED MULTIMEDIA NEWSROOM (IMN)

Rationale: To strengthen the network's collaborative relationships, ensure optimum resource utilization, and build synergies among the various operations, we have brought together the newsrooms of all 14 television news channels and digital properties to create India's largest Integrated Multimedia Newsroom. This is a first of its kind news hub in the industry.

Action: The hub is a centralised repository of all the news gathering resources across all our channels and digital properties leading to efficient deployment. The stories filed by the army of ZEE Media reporters across the length and breadth of the nation reach a common news pool.

Merits: The IMN setup not only helps in swift sharing of news stories and information among different teams on real-time basis, but also keeps the on-ground reporters connected and updated on other developments in the story. It is built to generate cross platform synergies for effective news dissemination. It will create a single hub for all editorial decisions and a single workflow for all stories across all the platforms.

EVENTS

Rationale: Events have been one of the fastest growing segments in media and entertainment industry with a 15% growth in 2017. Increasing government spends on events both at state and central levels is a boost for the segment. Events bring in a lot of visibility to help the organization reinforce its standing as a credible news network and also enable viewers to relate with the brand Zee Media effectively. This also helps shore up ratings and is a viable revenue stream.

Action: Zee Media takes pride in organizing events which deal with various issues, such as governance, social causes, women empowerment, recognizing untapped talent, etc. Strategic alliances and partnerships with various organisations are forged for this purpose. Some of the path breaking events organised during the year were:

- **Fairplay Awards** – first of its kind event to honour special achievements and extraordinary feats by Indian women in the field of sports
- **GST Conclave** – to highlight the impact of GST across various sectors through the opinions of union ministers, industry stalwarts and corporates
- **Education Excellence Awards** – to honor efforts taken to improve education in West Bengal
- **Swasthya Ratna Samman** – to honor people working towards improvements in healthcare in Madhya Pradesh
- **Ek Shaam Jawano Ke Naam** – an entertainment night dedicated to the armed and para military forces
- **Zee Samman** – to award new as well as well-known entrepreneurs of Gujarat

Merits: Alliances with different organizations help shore up the Experiential Marketing quotient, which is need of the hour. Events are also an opportunity to review and reinstate our standing in the eyes of the esteemed participants. Zee Media will continue to create new properties in collaboration with relevant organisations with the dual objective of contributing to the society as well as to earn revenue.

MESSAGE TO SHAREHOLDERS

Dear Shareholders,

India's economy and the media & entertainment sector continue to show tremendous resilience. Reforms such as passage of GST bill presented challenges in the short-term. However, the economy withstood the test and continues to promise strong growth. Similarly, while all the industries faced the macroeconomic pressures, the M&E industry continued to grow in double digits.

We at Zee Media, amidst all these circumstances, continued to grow from strength to strength. Over the years, we have been investing in regional as well as language portfolio to increase market penetration. Continuing with this philosophy, we launched three new regional channels to complete the missing pieces in our bouquet.

With 14 television channels under our umbrella, along with digital properties, it was imperative that we extract the full synergistic potential of the network. Therefore, we managed to successfully integrate the newsrooms of all our properties to create India's largest Integrated Multimedia Newsroom. This initiative provides each of our properties with an access to our huge and ever-increasing content repository and newsgathering resources.

We understand that the core of our business is to engage our audiences with relevant content at relevant time and place. Moreover, news credibility is a bigger challenge in this Digital Age. This is where we believe that IMN provides the organisation with a cutting edge over competition through its highly efficient and vast network. Going forward, it will also act as a catalyst for creating future-ready journalists in line with the changing dynamics of the industry.

Every organisation needs a tipping point, which propels it onto a high growth path. For ZMCL, 2017-18 was such a year that witnessed the unlocking of true potential of our flagship channel Zee News, of our regional channel bouquet and of our digital portfolio.

Zee News continued with its journey of content innovation, be it election programming in the form of "Game of Gujarat" or war zone coverage from Syria or celebration of women power through India's 1st ever "Fairplay Awards" recognising successful female athletes. Consequently, Zee News remained the preferred choice of urban as well as prime time audience and commanded the highest stickiness throughout the year.

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Aided by a focused approach, most of our regional channels gained leadership positions in viewership. Suitably complemented by regional penetration of sales force, the gain in viewership clearly reflected in our top line too.

We further strengthened our television portfolio with the launch of 2nd National Hindi news channel, Zee Hindustan, and three new regional channels – Zee 24 Kalak (Gujarati), Zee Salaam (Urdu) and Zee Uttar Pradesh Uttarakhand (Hindi).

During the year, the organisation focused on alignment of its resources in line with the changing dynamics of industry and towards building a Digital Future. To get ahead of the competition in this race, the organisation is focusing on the next 500 million internet users who will be non-English users. Therefore, while we strengthened the Hindi, Bengali and Marathi sites residing under zeenews.com, we also launched five new language sites – Malayalam, Tamil, Telugu, Kannada, and Gujarati – under the same umbrella. The results have been quite promising with zeenews.com witnessing a three-fold increase in traffic within 15 months till March 2018.

During the year, we took giant strides towards developing the ability to create and disseminate original content in video formats for digital platforms. This will ensure that ZMCL continues to provide News first across formats (Linear / Non-Linear) and across devices.

Today, we believe we have laid the groundwork and are on a very strong footing to surpass our contemporaries in the news industry to enter a new orbit of growth. This growth will be complemented by continuous investment in people and technology and we will ensure that we lead the bandwagon in terms of operational efficiency as well.

I am thankful for the continued confidence and trust placed in us by our shareholders and other stakeholders. Our vision is not to be a mere market leader. We are also innovators, a vital part of our DNA that helped us usher a new era as the 1st private news broadcaster in the country. Therefore, with the same approach of being the first mover in pathbreaking directions, it is our consistent endeavour to generate tremendous value for all those who place faith in ZMCL.

With deep regards,

Rajiv Singh
Executive Director & COO

GROWTH FIRMLY EMBEDDED IN VALUE SYSTEM

Zee Media is a growing enterprise with its eyes set on high goals but with its character firmly grounded in its core values. The company believes that enterprises worth reckoning mainly reflect the core values they embody, and hence, at Zee media, core values are the nucleus of the organization. The seven core values are ingrained at every level of the enterprise and the company believes this will drive it to become a credible, resilient and pioneering player consistently connected to its stakeholders.

OUR VALUE FRAMEWORK

Customer First

To anticipate, understand and meet needs of internal / external customers, ensuring high level of service delivery

Go for Big Hairy Audacious Goals -

To set for ourselves clear, compelling and audacious goals. Transcending the fear of failure, criticism and ambiguity in an effort to set and achieve bigger targets

Be Frugal

Focusing on need-based resource utilization and to do more with less, while simultaneously working on continuous improvement and on-time delivery

Respect, Humility & Integrity

To respect and honor each individual's unique talents, life choices & work styles. To be fair, humble, honest, transparent and ethical in conduct

Speed & Agility

To continue to deliver on responsibilities while anticipating and responding to the evolving environment

Solve Big Problems

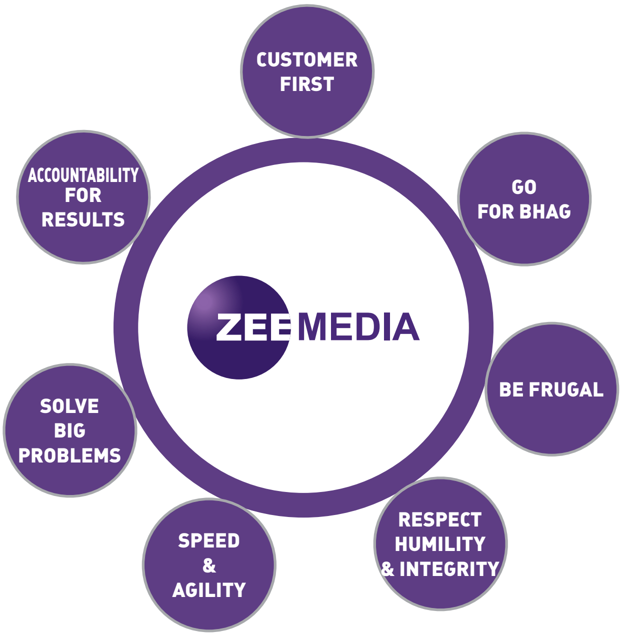
Identify and resolve problems which have a high impact on business by providing innovative solutions and ensuring implementation with excellent execution

Accountability for Results

Take ownership of decisions / actions for self and team, ensuring timely delivery of commitment made with high quality results

WE ARE ZEE MEDIA

What makes US, is our VALUES.
We achieve the extraordinary,
by living our values everyday.



OUR CHANNELS & DIGITAL PLATFORMS

Zee News: Pioneer in India's news broadcasting, Zee News is our Flagship national news channel with a reach of over 198 million viewers.

Language & Region: Hindi – National

KEY PROGRAMS:

- **DNA:** The most viewed prime time news programme, serves daily dose of news and goes on to dissect and analyse important topics of the day
- **Taal Thok Ke:** Debate show that presents the complete picture around important issues of the day with relevant guests / stakeholders having variety of viewpoints
- **Deshhit:** Offers news stories of national interest and their impact to the viewers

Zee Hindustan: Our second national Hindi news channel positioned to focus on developments across all 29 states of the country with reach of 156 million viewers.

Language & Region: Hindi – National

KEY PROGRAMS:

- **Khabar to Samjhiye:** Current affairs discussion show providing in-depth understanding and background of the news
- **Rashtravaad:** Special programme on nationalism with stories pertaining to terrorism outfits and their immoral impact on our society

Zee Business: India's 1st 24-hour Hindi Business Channel, with a reach of more than 17.5 million viewers

Language & Region: Hindi – National

KEY PROGRAMS:

- **First Trade**: Stock market opening hours show providing latest news and point of view of seasoned experts and analysts
- **Desh Ki Baat:** Analyses latest stories and provides crucial news points from political alleys to corporate corridors
- **Money Guru:** A step-by-step guide to personal finance that also answers viewers' queries

WION: India's 1st Global English News Channel with footprints in South Asia, Middle-East, Africa and Australia

Language & Region: English – Global

KEY PROGRAMS:

- **Gravitas**: Provides intelligent coverage of international events and analyzes global stories with relevant perspective
- **World Is One Global Leadership Series:** Exclusive conversations with world leaders and political influencers on international relations, domestic politics and views on India
- **WION Sports:** Daily in-depth analysis of major sporting events and controversies

Zee 24 Taas: Marathi News Channel with 40 million viewers

Language & Region: Marathi – Maharashtra

KEY PROGRAMS:

- **Ananya Sanman:** Flagship event to recognise the extraordinary efforts of Maharashtrians across various fields
- **Muktacharcha:** Chat with an important personality where entire newsroom team asks varied questions to provide a very broad view
- **Young Innovator Award:** A platform to encourage youth to innovate to bring ease to comman man's life

Zee Madhya Pradesh Chhattisgarh: Dominated the genre with 40.5% market share and achieved the milestone of being the leader for more than 100 weeks

Language & Region: Hindi – Madhya Pradesh & Chhattisgarh

KEY PROGRAMS:

- **Aapki Aawaz:** Daily debate show discussing the important issues of the day with relevant guests / stakeholders.
- **Suno Sarkar:** A unique programme, which raises voice of the people and highlights the local issues.

Zee 24 Ghanta: Bengali News Channel of the Network reaching more than 30 million viewers

Language & Region: Bengali – West Bengal

KEY PROGRAMS:

- **Page one:** Prime time news bulletin which sums up the day's news - international, national and regional
- **Offbeat 24:** Non-political talk show focusing on social, educational or medical issues
- **Viral 24:** Showcases most trending videos on social media

Zee Rajasthan: No. 1 Rajasthani News Channel with 11.2 million viewers.

Language & Region: Hindi – Rajasthan

KEY PROGRAMS:

- **Aapno Rajasthan:** One stop shop for all important stories of Rajasthan on that particular day
- **News & Views -** Picks up issues impacting the state to get the answers from the relevant sources and bridge gap between the government and the governed
- **Vishesh -** Raises the social issues directly impacting common people & getting a solution for the same

Zee Punjab Haryana Himachal: Caters to Punjab, Haryana and Himachal belt and reached 8.3 million viewers.

Language & Region: Punjabi and Hindi – Punjab, Haryana, Himachal Pradesh and Jammu & Kashmir

KEY PROGRAMS:

- **Muddey Ki Baat:** Daily discussion show based on top news of the day and issues associated with common people from Ground Zero
- **Direct with Dinesh:** Weekly talk show with the newsmaker of the week including political leaders, people associated with social work or celebrities

Zee Kalinga News: Catering to Odisha region and reaching 10.8 million viewers

Language & Region: Odia – Odisha

KEY PROGRAMS:

- **150 Gaon 150 Khabar -** Rural News bulletin
- **Madhura Geeta -** Compilation of old songs and videos
- **Speed News** - Fast news bulletin

Zee Bihar Jharkhand: The Channel reached 23.8 million viewers.

Language & Region: Hindi - Bihar & Jharkhand

KEY PROGRAMS:

- **Khabar Bihar:** Gist of entire day's events, news stories and developments from Bihar
- **Baat Bebaak:** Talk show where politicians and experts debate on latest issues

Zee Uttar Pradesh Uttarakhand: Our latest offering for the Hindi heartland, which is already providing tough competition to the competitors with high content stickiness

Language and Region: Hindi - Uttar Pradesh, Uttarakhand

KEY PROGRAMS:

- **Uttarakhand Ki Awaaz** - Debate show focusing on regular issues of Uttarakhand and provides a platform to voice the opinion of people
- **UP Maange Uttar** - Socio-political debate show throwing light on critical issues impacting the society of the largest state in the country

Zee 24 Kalak: New offering catering to Gujarati population and reaching more than 10 million viewers.

Language and region: Gujarati - Gujrat

KEY PROGRAMS:

- **Vaad Vivad:** Pannel discussion on trending issue
- **Zee Vishesh:** Analysis of a major national or domestic topic
- **Around Gujarat:** Covers major news about both metros as well as rural Gujarat

Zee Salaam: New offering for Urdu audience, which leads the genre with 36.4% market share

Language and Region: Urdu - Pan India

KEY PROGRAMS:

- **Raah-e-najat**: Call-in show with a religious scholar providing solutions to people's problems in the light of Islam
- **Hamari Awaaz** – Prime time show providing deep insights on minorities issues

DIGITAL NEWS PORTFOLIO

Zeenews.com

- Multi-lingual news platform spanning nine languages – Hindi English, Marathi, Bengali, Tamil, Telugu, Malayalam, Kannada and Gujarati
- Registered 59% increase in visitors and 106% increase in page views year on year. Attracted over 360 million visitors with 2.4 billion page views in FY 2017-18
- Hindi, Bengali and Marathi arms demonstrated a phenomenal performance with visitors on websites growing annually by 122%, 36% and 20%, respectively and page views growing by 151%, 143% and 92%, respectively
- 24ghanta.com, the Bengali arm, emerged as India's No. 1 mobile site for Bengali news in the country

Zeebiz.com

Business news platform registering 13 million visitors and 30 million page views in FY 2017-18

Wionews.com

Global English news platform witnessing 4.5 million users and 16 million page views in FY 2017-18

Social Media

- Combined social media reach of 37.4 million followers
- Complements the broadcast channels and consistently interact with viewers
- Zee News facebook page emerged as the most engaging social media page in the industry

CORPORATE INFORMATION

BOARD OF DIRECTORS

Surjit Banga
Non-Executive Chairman

Uma Mandavgane
Independent Director

Rashmi Aggarwal
Independent Director

Kanta Devi Allria
Independent Director

Rajiv Singh
Executive Director & COO

SENIOR MANAGEMENT

Sumit Kapoor
Chief Financial Officer

Sushil Joshi
Chief Human Resource Officer

Gaurav Thapar
Chief Technology Officer

Purushottam Vaishnava
Editor-in-Chief & Business Head
Zee Hindustan & certain Regional Channels

Sudhir Chaudhary
Editor-in-Chief
Zee News, Zee Business, WION

Anil Singhvi
Managing Editor – Zee Business

Brajesh Kumar Singh
Editor – Zee Hindustan

Vijay Kuvalekar
Editor – Zee 24 Taas

Anirban Choudhury
Editor – Zee 24 Ghanta

Dileep Tiwari
Editor – Zee MPCG & Zee UPUK

Dinesh Sharma
Editor – Zee PHH

Deepak Rajani
Editor – Zee 24 Kalak

Sudhir Sharma
Editor – Zee Salaam

Mehraj Dube
Head – Marketing

Pushpal Sanghavi
Company Secretary

OFFICES

Registered
14th Floor, A Wing,
Marathon Futurex,
NM Joshi Marg, Lower Parel,
Mumbai - 400013
Maharashtra

Corporate
Essel Studio, FC - 09
Sector 16A, Noida - 201 301
Uttar Pradesh

Regional Offices

Madhya Pradesh
Ground Floor,
Akansha Building,
Press Complex, Zone - I,
Maharana Pratap (MP) Nagar,
Bhopal – 462011

Chhattisgarh
201, Jeevan Parisar,
Rajeev Nagar Colony,
Shanker Nagar, Pandri Marg,
Raipur - 492001

Rajasthan
E - 151, Ramesh Nagar
C - Scheme,
Jaipur - 302001

Gujarat
201-208, 2nd Floor, Venus
Atlantis Building,
100 Feet Ring Road,
Prahladnagar, Satellite,
Ahmedabad - 380015

Uttar Pradesh
Unit Nos. 406 & 407,
4th Floor, Titanium Block,
Shalimar Corporate Park,
Vibhuti Khand, Gomti Nagar,
Lucknow - 226010

Uttarakhand
2nd Floor, IDA Hotel,
46 EC Road, Dehradun - 248001

Odisha
Plot No. - 727, 4th Floor,
Bivab Gulmohar Begra Sahi,
Nayapali,
Bhubaneshwar - 751012

West Bengal
18, Poddar Court, 6th Floor,
Rabindra Sarani,
Kolkata - 700001

Bihar
172-B, Sri Krishna Puri,
Patna - 800001

Jharkhand
Plot No. 299/C, Ground Floor,
Road No. 1A, Ashok Nagar,
Ranchi - 834002

Punjab & Haryana
Office No. 5 & 6,
5th Floor, Berkeley Square,
Plot No. 24, Industrial & Business
Park, Phase - 1, Chandigarh - 160002

AUDITORS

Ford Rhodes Parks & Co. LLP
Chartered Accountants

BANKERS

Axis Bank Limited

Notice

Notice is hereby given that the 19th Annual General Meeting of the Members of Zee Media Corporation Limited will be held on Friday, 20th day of July 2018 at 11.00 a.m. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated operations, prepared as per Indian Accounting Standards, for the financial year ended March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Auditors and Directors thereon.

2. To appoint a Director in place of Mr. Rajiv Singh (DIN 02245630), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Ashok Venkatramani (DIN 02839145), who, upon recommendations of the Nomination & Remuneration Committee, was appointed by the Board of Directors as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013, with effect from July 1, 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To consider and if thought fit to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite regulatory approvals, if any, consent of the Company be and is hereby accorded for appointment of Mr. Ashok Venkatramani (DIN 02839145) as Managing Director of the Company for a period of 3 years with effect from July 1, 2018 at remuneration as detailed herein, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013:

a) Basic Salary:

The Basic Salary of Mr. Ashok Venkatramani shall be ₹17,50,000 per month with the authority to the Board of Directors to determine any merit based increments from time to time, with in the scale of ₹17,00,000 to ₹25,00,000 per month, during the term of his appointment.

b) Allowances & Perquisites:

In addition to the basic salary, Mr. Ashok Venkatramani shall be entitled to:

i. Allowances as per rules of the Company including Personal Allowance, House Rent Allowance, Children Education Allowance, Medical reimbursement and Leave Travel Allowance which in the aggregate shall be ₹9,50,000/- per month, with an authority to the Board of Directors to determine any increase from time to time within the scale of ₹9,00,000/- to ₹15,00,000/- per month;

ii. Perquisites as per rules of the Company including club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence etc.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost;

iii. Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company; and

iv. Variable Pay based on the performance criteria as laid down and approved by the Board.

RESOLVED FURTHER THAT notwithstanding anything herein, when in any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Ashok Venkatramani, the remuneration as set out hereinabove, including any increments and variable pay as may be approved by the Board of Directors from time to time, within the scale mentioned above, as minimum remuneration subject to the provisions of Schedule V and approval of Central Government, if required."

5. **To consider and if thought fit to pass the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Dr. (Mrs.) Rashmi Aggarwal (DIN 07181938), who holds the office of Independent Director of the Company until August 9, 2018 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing her re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation, for a period of three years from August 10, 2018 until August 9, 2021."

6. **To consider and if thought fit to pass the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Mrs. Kanta Devi Allria (DIN 07185431), who holds the office of Independent Director of the Company until August 9, 2018 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing her re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation, for a period of three years from August 10, 2018 until August 9, 2021."

7. **To consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable regulatory provisions, approval of the Shareholders be and is hereby accorded to the Related Party Transaction(s), aggregate value whereof is estimated to exceed materiality threshold prescribed in Listing Regulations, entered into by the Company with M/s Zee Entertainment Enterprises Limited (ZEEL), an Essel Group entity and Related Party as per Indian Accounting Standards, for availing of (a) Channel Distribution Services; (b) Advertisement Sales Services; and (c) Services towards monetisation of Company's content on the Digital / Web-platform, by the Company from ZEEL, on arms-length terms as detailed in the explanatory statement.

   RESOLVED FURTHER THAT the Board of Directors (which the term shall include Audit Committee or any Board Committee duly authorised by the Board) of the Company be and is hereby authorized to (i) finalise, from time to time, the terms of the arrangements/agreements relating to the above material related party transactions, on an arms-length basis, including any renewals thereof, notwithstanding that the value of such current and future related party transactions may exceed the materiality threshold prescribed under Regulation 23 of Listing Regulations or any other regulatory requirements; and (ii) do all such acts, matters, deeds and things as may be deemed appropriate/necessary in the best interest of the Company in this regard."

By order of the Board

Place: Mumbai
Date : May 16, 2018

Pushpal Sanghavi
Company Secretary

Registered Office:
14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai 400013
CIN: L92100MH1999PLC121506
Website: www.zeenews.india.com
e-mail: complianceofficer@zeemedia.esselgroup.com

NOTES:

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding 50 (fifty) members and holding in the aggregate not more than 10% of the total Paid-up Share Capital of the Company. Any member holding more than 10% of total Paid-up Share Capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. Corporate members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting is annexed.

4. Queries on accounts and operations of the Company, if any, may be sent at least seven days before the Annual General Meeting to Company Secretary at the registered office or by email at complianceofficer@zeemedia.esselgroup.com so as to enable the management to keep the information ready at the meeting.

5. Details as required in sub-regulation (3) of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of this Notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

   In connection with the proposed re-appointment of Dr (Mrs) Rashmi Aggarwal and Mrs. Kanta Devi Allria as Independent Directors for second term, the Board of Directors have reviewed the declarations submitted by these Independent Directors confirming that they continue to meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and the Board is of the opinion that Dr. (Mrs) Rashmi Aggarwal and Mrs. Kanta Devi Allria fulfil the conditions specified in the Act and the rules made thereunder including Listing Regulation and are independent of the management of the Company.

6. Copy of the Annual Report of the Company for financial year 2017-18 is being sent by email to all the members whose email address is registered with the Company/Depository Participants(s) for communication. For members who have not registered their email address or members who have sent appropriate request, physical copies of the Annual Report for financial year 2017-18 is being sent. The Annual Report may also be accessed on Company's Website www.zeenews.india.com.

7. Members are requested notify about any change in their address/email address/dividend mandate/bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt Ltd at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

8. **E-voting**

   In compliance with Regulation 44 of Listing regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on all items of business included in the Notice of 19th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the business as detailed in this notice.

   The remote e-voting period for all items of business contained in this Notice shall commence from Monday, July 16, 2018 at 9.00 a.m. and will end on Thursday, July 19, 2018 at 5.00 p.m. During this period members holding equity shares of the Company either in physical form or in dematerialized form as on the Cut-off date of Thursday, July 12, 2018, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any member, they shall not be allowed to change it subsequently.

9. The facility for voting shall also be made available at the venue of the meeting and eligible members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

10. Members who have cast their vote by remote e-voting

prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

11. The voting rights of members either by way of remote e-voting prior to the meeting or voting at the meeting shall be in proportion to their shareholding in the Company as on the Cut-off date of Thursday, July 12, 2018.

12. The Company has appointed Mr. Satish K. Shah, Practicing Company Secretary (holding ICSI Certificate of Practice No. 3142) as Scrutinizer to supervise and conduct remote e-voting process as well as voting process at the Annual General Meeting in a fair and transparent manner.

13. The Scrutinizer, immediately after conclusion of voting at the Annual General Meeting, shall first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit within 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or to any other Director of the Company, who shall countersign the same and declare the result of the voting forthwith.

14. The results declared along with Scrutinizer's report shall be placed on the website of the Company and shall simultaneously be forwarded to the Stock Exchanges. The resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.

15. The instructions and process for e-voting are as under:

    I. The details of the process and manner for remote e-voting are explained herein below:

    Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com.

    Step 2: Cast your vote electronically on NSDL e-Voting system.

    Details on Step 1 are mentioned below:

    How to Log-in to NSDL e-Voting website?

    1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

    2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

    3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

    Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

    4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

    5. Your password details are given below:

    a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

    b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

    c) How to retrieve your 'initial password'?

    i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of Zee Media Corporation Limited.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company and Scrutiniser through e-mail to complianceofficer@zeemedia.esselgroup.com and satshah@gmail.com with a copy marked to evoting@nsdl.co.in

III. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 12, 2018, may obtain the User ID and password by following process mentioned above.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or seek clarification from the Company by sending email to complianceofficer@zeemedia.esselgroup.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Based on recommendations of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on May 16, 2018, had approved appointment of Mr. Ashok Venkatramani (DIN 02839145) as an Additional Director of the Company with effect from July 1, 2018. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Ashok Venkatramani holds office of Additional Director till this Annual General Meeting. The Company has received appropriate notice from a member proposing appointment of Mr. Ashok Venkatramani as a Director of the Company and requisite consent has been received from Mr. Ashok Venkatramani, pursuant to Section 152 of the Companies Act 2013 for the said appointment.

Further, at the said meeting held on May 16, 2018, in accordance with recommendations of Nomination & Remuneration Committee, the Board of Directors of the Company had subject to requisite regulatory approvals including approval of members, approved appointment of Mr. Ashok Venkatramani as Managing Director of the Company for a period of 3 years with effect from July 1, 2018, at the remuneration as detailed in the Special Resolution in Item No. 4 of the Notice.

The terms and remuneration as mentioned in the resolution may be altered and varied by the Board within the overall limit approved by the Members. Further in the event of loss or inadequacy of profits in any financial year, the remuneration along with variable pay as detailed in the resolution (with such increase as may be approved by the Board, within overall limit) will be payable as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

While the Company's operations are profitable, the overall managerial remuneration including remuneration proposed to be paid to Mr. Ashok Venkatramani, may exceed the limits prescribed under Section 197 of the Companies Act, 2013. However, since Mr. Ashok Venkatramani is an Independent Professional without any direct or indirect interest in the Capital of the Company and/or its Subsidiary(ies) and further since Mr. Ashok is not related to any Directors or Promoters of the Company or its subsidiary(ies), the remuneration proposed to be paid to Mr. Ashok Venkatramani shall not require approval of the Central Government as per Clause B of Section II of Part II of Schedule V of the Companies Act, 2013. In this regard it may be noted that the Company has not committed any default in repayment of its debts or interest thereon.

Requisite details relating to the proposal as prescribed in Schedule V of the Companies Act, 2013 is mentioned herein:

General Information of the Company: Zee Media Corporation Limited is India's leading News Broadcast organization with interest in National, Global as well as Regional News Channels. Company's Business Portfolio comprises 15 (fifteen) Channels including one (1) Global English News Channel 'WION'; three (3) National News Channels viz. 'Zee News', 'Zee Business' and 'Zee Hindustan'; ten (10) Regional News Channel viz. Zee 24 Taas, Zee Punjab Haryana Himachal, Zee Madhya Pradesh Chattisgarh, Zee Rajasthan, Zee Kalinga News, Zee Bihar Jharkhand, Zee Salaam, Zee 24 Kalak, Zee Uttar Pradesh Uttarakhand; and Zee 24 Ghanta (through Subsidiary); and one (1) Home Shopping Channel Ez-Mall Online. The Company is also engaged in E-commerce business through its subsidiary Ez-Mall Online Limited.

During FY 17-18, the Standalone operations of the Company cloaked revenue of ₹5240 Million and the operations during the year resulted in Net Profit (before tax) of ₹588 Million. Relevant financial details along with highlights and indicators of past and current performance of the Company forms part of the Audited Financial statements of the Company for FY 2017-18.

In the recent past, the Company had embarked upon ambitious expansion plans with launch of a Global News Channel 'WION – World in One News' in FY 16-17 and launch of 4 channels in FY 17-18 viz. Zee Salaam, Zee 24 Kalak, Zee Uttar Pradesh Uttarakhand and Ez-Mall Online. While the Company's broadcasting business have been profitable, the profitability is expected to increase once these and certain other News channels achieve break-even and starts contributing to the bottom line.

Information about the appointee: Mr. Ashok Venkatramani, 55, is a B. Tech from Bombay University and has done his management education from Indian Institute of Management (IIM) Ahmedabad and Harvard Business School.

Ashok started his career with Unilever, having been with them for 19 years, working on the foods and personal care side of the business in sales, marketing and general management roles. He was the Vice President and Business Head – Skincare for Unilever in India till 2008, before moving as the CEO of ABP News Network Pvt. Ltd which he headed until 2016. He was instrumental in turning around the ABP business and had successfully managed the transition from Star brand to ABP.

Ashok is ex-President and ex-Director on the Board of the News Broadcasters Association and had chaired their HR and Sales sub-committees. He is currently a part of the Man Com of the International Association of Advertisers (IAA-India Chapter). Ashok had also served as a member of the Digitization Task Force appointed by Government of India.

Ashok has strong foundations in sales and marketing and has also featured twice in the World CMO Council's list of India's 75 top marketers. He was awarded as 'CEO with best HR Orientation' in 2010 bestowed by The World HRD Congress, and 'Media Person of the Year' in 2010 bestowed by The World Brand Congress in India. He also entered the 'Hall of Fame' of News and Television Awards 2016 for successfully rebranding Star News to ABP News.

Considering the qualification and experience of Mr. Ashok Venkatramani, the responsibilities he will shoulder as Managing Director of the Company and remuneration drawn by the professionals with similar experience in other Media entities comparable to size and scale of operations of the Company, your Board feels that the proposed remuneration is fair, just and reasonable and therefore recommends the Ordinary Resolution and Special Resolution as set out respectively, in Item No. 3 & 4 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Ashok Venkatramani (whose appointment is proposed in these resolutions) is in any way concerned or interested in the resolutions detailed in Item No. 3 & 4 respectively, of the Notice.

Item No. 5 & 6

At the 17th Annual General Meeting held on August 3, 2016, members of the Company had approved appointment of Dr. (Mrs.) Rashmi Aggarwal (DIN 07181938) and Mrs. Kanta Devi Allria (DIN 07185431), as Independent Directors of the Company not liable to retire by rotation for a period of 3 years with effect from August 10, 2015 and their current term as Independent Directors of the Company shall expire on August 9, 2018. As per Section 149(10) of Companies Act, 2013, an Independent Director shall be eligible for re-appointment for a second term of up to 5 years with Shareholders approval by passing of a Special resolution.

Based on the performance evaluation and after reviewing confirmation of independence received, your Board recommends re-appointment of Dr. (Mrs.) Rashmi Aggarwal & Mrs. Kanta Devi Allria as Independent Directors for the second term of 3 years from August 10, 2018 till August 9, 2021. Appropriate notices have been received from members proposing appointments of Dr. (Mrs.) Rashmi Aggarwal and Mrs. Kanta Devi Allria as Independent Directors of the Company for second term and requisite consent has been received from the said Directors pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of Board, Dr. (Mrs) Rashmi Aggarwal & Mrs. Kanta Devi Allria, who are proposed to be re-appointed for the second term as Independent Directors of the Company for the period of 3 years up to August 9, 2021, continues to fulfil the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and are Independent of the management. Brief Profile and other details of Dr. (Mrs) Rashmi Aggarwal and Mrs. Kanta Devi Allria forms part of this Notice.

Your Board recommends the Special resolutions as set out respectively, in Item No. 5 & 6 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Dr. (Mrs.) Rashmi Aggarwal and Mrs. Kanta Devi Allria (whose appointments are proposed in these resolutions) are in any way concerned or interested in the resolutions as detailed in Item No. 5 & 6 respectively, of the Notice.

Item No. 7

Currently, in accordance with approval accorded by the Shareholders for a material related party transaction vide resolution passed by Postal Ballot on June 28, 2016, the Company has been availing Channel Distribution Services for distribution of the Television Channels of the Company by Zee Entertainment Enterprises Limited (ZEEL), a Related party as per Indian Accounting Standard, at a commission equivalent to 7% of Subscription revenue of Company's Television Channels.

From last two (2) years the Company has also been availing Advertisement Sales Services, from Zee Unimedia Limited (ZUL), a wholly owned subsidiary of ZEEL, and related party as per Indian Accounting Standards, and during FY 17-18 the said service was at Commission of 5% on the base Advertisement Sales revenue and additional incentive commission of 2.5% on any incremental revenue generated by ZUL. The said arrangement is beneficial to the Company, since ZUL as Advertisement Sales agent for all Media entities of Essel Group could provide cluster / package of solutions to the Media buyers across genres and platforms which enables increased cumulative reach for the Media buyers and increased revenues for all Media entities of Essel Group including the Company.

Additionally, during FY 17-18, Company's Media content were monetized on the Web-platform of India Webportal Pvt Ltd (IWPL), another subsidiary of ZEEL, and related party as per Indian Accounting Standards, on revenue sharing basis between the Company and IWPL in the ratio of 72:28.

The above related party transactions with ZUL and IWPL were within the materiality threshold prescribed under Listing regulations. However, under a Composite Scheme of Arrangement and Amalgamation approved by National Company Law Tribunal vide order passed on April 11, 2018, the business undertakings *inter alia* of ZUL and IWPL were demerged and vested with ZEEL on and from the effective date of May 3, 2018 and therefore the above existing related party transactions by the Company with ZUL and IWPL got vested on ZEEL. The aggregate value of the related party transactions between the Company and ZEEL, including *inter alia* availing of Channel distribution services, Advertisement Sales Services and Content Monetization services by the Company from ZEEL on arms-length terms mentioned above, is expected to exceed the materiality threshold prescribed under Listing Regulations and would therefore require approval of Shareholders by way of an Ordinary Resolution.

As per Listing Regulations, all related parties of the Company, including Promoters, entities forming part of Promoter Group, Directors, Key Managerial Personnel and their relatives shall not vote to approve this resolution.

Since the proposed related party transactions by the Company with ZEEL for availing Channel Distribution Services, Advertisement Sales Services and Content Monetization Services on Digital/Web platform, on the terms mentioned above, would be beneficial to the Company by way of increased reach and enhanced revenue your Board recommends the Ordinary resolution as set out in Item No. 7 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution as detailed in Item No. 7 of the Notice.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting:

Mr. Rajiv Singh (DIN 02245630), Executive Director & Chief Operating Officer of the Company, is Post Graduate in Humanities from Banaras Hindu University and an industry veteran with experience of over three decades spanning both off-line & digital media with various Media houses including Reliance Jio (as VP Corporate Communication), New 18 (as Business Head), Khaleej Times, UAE (Director Digital Business), Exponential, USA (as Managing Director for MENA region).

As at March 31, 2018, apart from the Company, Mr. Rajiv Singh held Directorship in News Broadcasters Association, Zee Akaash News Private Limited, India Webportal Pvt Ltd, Ez-Mall Online Limited and Prism Etechsolutions Private Limited. Mr. Rajiv Singh does not hold any shares of the Company and is not related to any other Director of the Company.

Mr. Ashok Venkatramani (DIN 02839145), is a B. Tech from Bombay University and has done his management education from Indian Institute of Management (IIM) Ahmedabad and Harvard Business School. He started his career with Unilever, having been with them for 19 years, working on the foods and personal care side of the business in sales, marketing and general management roles. He was the Vice President and Business Head – Skincare for Unilever in India till 2008, before moving as the CEO of ABP News Network Pvt. Ltd which he headed until 2016. He was instrumental in turning around the ABP business and had successfully managed the transition from Star brand to ABP.

Mr. Venkatramani, is ex-President and ex-Director on the Board of the News Broadcasters Association and had chaired their HR and Sales sub-committees. He is currently a part of the Man Com of the International Association of Advertisers (IAA-India Chapter). He had also served as a member of the Digitization Task Force appointed by Government of India.

Mr. Venkatramani has strong foundations in sales and marketing and has also featured twice in the World CMO Council's list of India's 75 top marketers. He was awarded as 'CEO with best HR Orientation' in 2010 bestowed by The World HRD Congress and 'Media Person of the Year' in 2010 bestowed by The World Brand Congress in India. He also entered the 'Hall of Fame' of News and Television Awards 2016 for successfully rebranding Star News to ABP News.

Mr. Ashok Venkatramani holds Directorship in Overseas Property Consultants Pvt Ltd, IRIS Business Services Pvt Ltd, Tinseltrade Media Pvt Ltd and Intelligent Insights Private Limited. Mr. Ashok Venkatramani does not hold any shares of the Company and is not related to any other Directors of the Company.

Dr. (Mrs) Rashmi Aggarwal (DIN 07181938), Professor of Law - IMT Ghaziabad, is BSC, LLB, Masters in Law, and Ph.D from Law Department, Punjab University, Chandigarh. Dr. Aggarwal had also completed a certified course on Finance from National University of Singapore and was mentored by FICCI under Women on Corporate Boards.

Dr. Aggarwal started her career as an advocate in the Punjab and Haryana High Court and Supreme Court of India before joining academics. At IMT Ghaziabad, Dr. Aggarwal was the Chairperson-2 years PDGM Program, Chairperson PGDM Executive, Chairperson Media and Corporate Relations, and Core co-ordinator for the coveted AACSB accreditation at IMT Ghaziabad. The institute got the accreditation and is placed amongst world's best 5% B-Schools. Dr. Aggarwal is also a member of the Academic Advisory Council of Bajaj Capital Group's International College of Financial Planning, New Delhi.

Dr. Aggarwal's teaching and research domains are Corporate laws, Corporate governance, Cyber Crimes, Labour Laws and Intellectual Property Rights with more than 80 reputed publications to her credit, including books, international research publications, book chapters, book reviews and case studies. She has been a visiting professor at various IIM's and reputed institutes abroad like Toulouse Business School, France and S.P Jain Dubai.

Apart from the Company, Dr. (Mrs.) Rashmi Aggarwal holds directorship in Dish TV India Ltd, Essel Finance AMC Ltd, Essel Finance VKC Forex Ltd, Dish Infra Services Pvt Ltd and Today Merchandise Pvt Ltd. Dr. (Mrs.) Rashmi Aggarwal does not hold any shares of the Company and is not related to any other Director of the Company.

Mrs. Kanta Devi Allria (DIN 07185431), an Intermediate, is a Social activist committed to welfare and well-being of Dalits. In over 2 decades, Kanta Devi has engaged herself on various social causes including those on Dalit Woman Welfare, Pulse Polio camps, Child Labour, Drug abuse etc. In the past she was Member of various Political parties including Bhartiya Janata Party – Haryana Pradesh, Bahujan Samaj Party, and Indian Bahujan Sandesh Party.

Apart from the Company, Mrs. Kanta Devi Allria holds directorship in Today Merchandise Pvt Ltd. Mrs. Kanta Devi Allria does not hold any shares of the Company and is not related to any other Director of the Company.

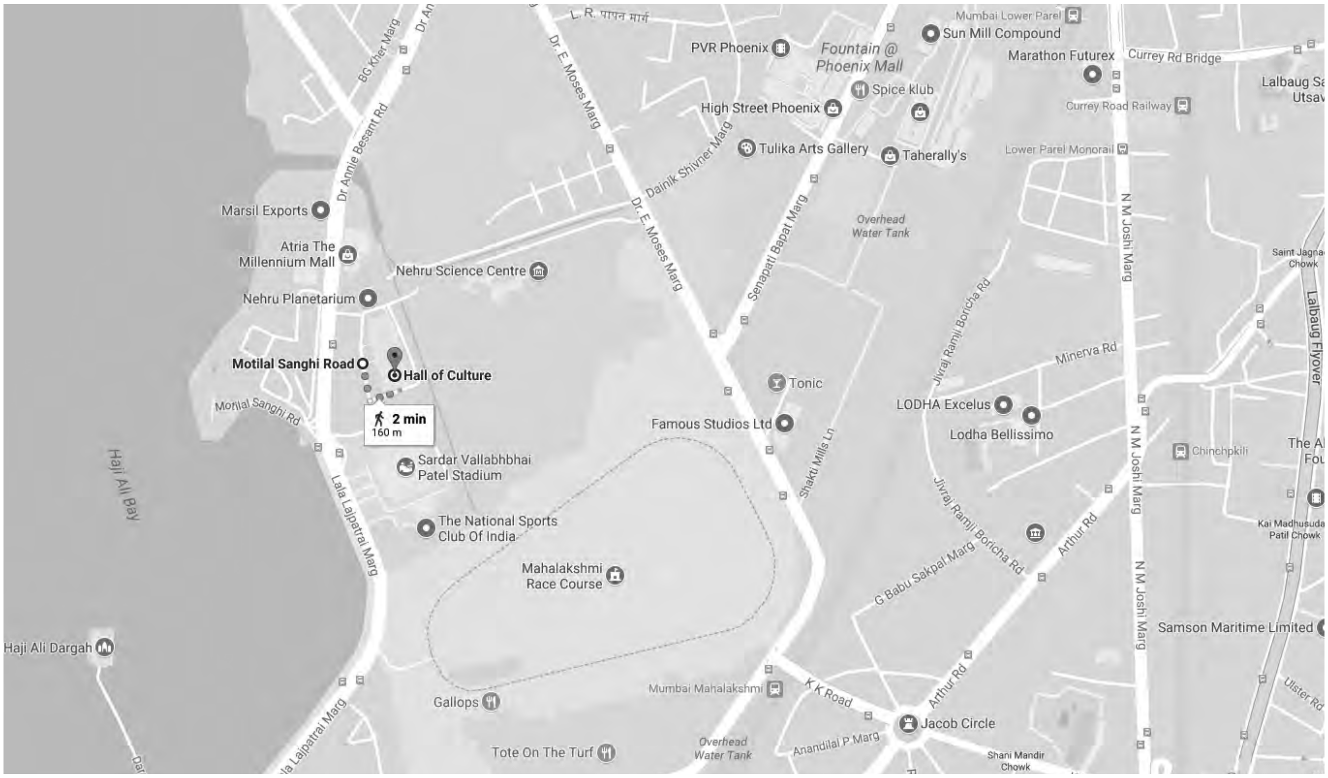
By order of the Board

Place: Mumbai
Date : May 16, 2018

Pushpal Sanghavi
Company Secretary

Registered Office:
14th Floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai 400013
CIN: L92100MH1999PLC121506
Website: www.zeenews.india.com
e-mail: complianceofficer@zeemedia.esselgroup.com

ROUTE MAP OF VENUE OF 19TH AGM



Directors' Report

To the Members

Your Directors take pleasure in presenting the 19th Annual Report of your Company together with Audited Financial Statements for the year ended March 31, 2018, prepared as per Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

1. FINANCIAL HIGHLIGHTS

The financial performance of your Company for the year ended March 31, 2018 is summarized below:

₹ million

Particulars	Standalone - Year ended		Consolidated - Year ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Total revenues	5,240.02	4,132.07	5,874.00	4,664.63
Total expenses	4,651.58	3,533.98	5,324.96	3,924.08
Profit before tax & share of profit / (loss) of Associates	**588.44**	**598.09**	**549.04**	**740.55**
Share of profit/(loss) of Associates	-	-	(45.81)	(29.87)
Profit before tax from continuing operations	**588.44**	**598.09**	**503.23**	**710.68**
Tax Expenses (Net)	182.19	178.80	224.85	228.70
Profit after tax from continuing operations	**406.25**	**419.29**	**278.38**	**481.98**

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report which affects the financial position of the Company. Based on internal financial control framework and compliance systems established in the Company and verified by the statutory and internal auditors and reviews performed by the management and/or the Audit Committee of the Board, your Board is of the opinion that Company's internal financial controls were adequate and effective during the financial year 2017-18.

2. DIVIDEND

With a view to conserve the resources for future business requirements and expansion plans, your Board is of the view that the current year's profit be ploughed back into the operations and hence no dividend is recommended for the year under review.

3. OPERATIONS & STRATEGY

FY 2017-18 was a mixed bag for the Indian economy. Recovering from demonetization and coming to terms with the new GST regime, the economic growth in the 1st half was relatively slow. However, the economy jumped back to the stature of fastest growing major economy in the world during the 2nd half with a further promise of 7.0%-7.5% growth in FY 2018-19, which augurs well for the media & entertainment industry.

The television media industry grew by 11.2% making it a ₹660 Billion industry in 2017 from ₹594 Billion in 2016. Broadcast advertisement revenues grew by 10.1% to ₹267 Billion in 2017 from ₹243 Billion in 2016, while broadcast subscription revenues registered 10% growth to ₹99 Billion in 2017 from ₹90 Billion in 2016.

The news genre continues to witness a switch of channels from Pay to Free-to-Air platform leading to expansion in viewership, especially for Hindi and regional channels, and consequently growth in advertising revenues too.

Your Company continues to be one of the largest news networks in the country touching more than 327 Million viewers through its 14 News Channels in 8 different languages and reaching more than 421 Million users through digital channels.

Zee News, the flagship channel of your Company and a pioneer in news broadcasting, emerged as the channel with maximum average time spent per viewer during the year and reached over 198 Million viewers across India in 4th Quarter of FY 18. **Zee Business**, India's 1st 24-hour Hindi business channel, reached more than 17.5 Million viewers. **Zee Hindustan**, your Company's 2nd national news channel, reached more than 155 Million viewers. **WION,** 1st Global English news channel out of India, reached more than 5.9 Million viewers across India.

Zee Punjab Haryana Himachal dominated the region's news market on the back of highly engaging content. **Zee Madhya Pradesh Chhattisgarh** continues to be the leader of the pack and completed more than 100 consecutive weeks at No. 1 position by market share. **Zee Bihar**

Jharkhand (erstwhile Zee Purvaiya), also maintained its leadership position in the market and reached more than 23.8 Million viewers across India.

Zee 24 Taas, your company's Marathi offering, reached more than 40 Million viewers across India. **24 Ghanta**, your Company's Bengali news offering through 60% subsidiary, Zee Akaash News Pvt Ltd, reached more than 30 Million viewers across India. **Zee Rajasthan** (erstwhile Zee Marudhara) reached over 11 Million viewers across India. **Zee Kalinga News**, company's offering for Odisha market, reached more than 10.8 Million viewers across India.

During the year, your Company expanded its digital portfolio through launch of 5 news language sites within the fold of **Zeenews.com** – Tamil, Telugu, Malayalam, Kannada, and Gujarati. With renewed focus, strengthening of existing languages, and expansion into new languages, the site registered year on year increase of 59% in visitors and 106% in page views. The website attracted over 360 Million visitors with 2.4 Billion page views in FY 2017-18 compared to 230 Million visitors and 1.2 Billion page views in the previous year. The Indian language arms of the website put up a phenomenal performance with visitors on Hindi, Bengali and Marathi websites growing by 122%, 36% and 20%, respectively and page views growing by 151%, 143% and 92%, respectively.

Zeebiz.com, your company's business news offering, registered 13 Million visitors and 30 Million page views. **Wionews.com**, your company's Global English news platform, witnessed 4.5 Million users and 16 Million page views. Your company's social media pages complement both broadcast channels as well as digital platforms and consistently interact with viewers and digital audiences alike leading to a 37 Million strong fan base.

During the year under review, your Company continued with its ambitious expansion plans by launching three new channels – **Zee 24 Kalak** (Gujarati), **Zee Salaam** (Urdu) and **Zee Uttar Pradesh Uttarakhand** (Hindi). Your company also launched its video based shopping Channel **Ezmall Online**, which will cater to consumers beyond Tier I cities through DTH, Cable and its website Ezmall.com.

During the year, your Company focused on unlocking the revenue potential of its flagship channel, Zee News, as well as of its regional bouquet. As a result, revenue from operations grew by 28.5% to ₹5,780.2 Million from ₹4,498.3 Million in FY 2016-17. The operating profit declined by 2.5% to ₹1,135.2 Million in FY 2017-18 from ₹1,165.3 Million in FY 2016-17 as the new launches are yet to realize their potential. However, the initiatives are expected to put your Company into a fast-paced, highly profitable growth trajectory in the future.

4. RIGHTS ISSUE

Your Company had earlier raised ₹1,955.59 Million by way of issue of 108,643,732 Equity Shares of Re. 1 each at the price of ₹18/- per Equity Share, on Rights basis in the ratio of 3 (Three) Right Shares for every 10 (Ten) Equity Shares held as on Record date of March 17, 2015.

During the year under review, as per details mentioned herein, the Company has utilized entire Rights Issue proceeds as per Letter of Offer Offer dated March 16, 2015.

₹ million

Details of Utilization	Proposed as per LOF	Utilized as at March 31, 2018
Purchase of equipment and accessories	450.52	450.52
Repayment/prepayment of Company loans	449.95	449.95
Funding repayment of subsidiaries Loans	600.00	600.00
General Corporate purposes	455.12	455.12
Total	**1,955.59**	**1,955.59**

5. RESTRUCTURING OF PRINT MEDIA BUSINESS

During the year under review, the Mumbai Bench of the Hon'ble National Company Law Tribunal (NCLT), had vide an Order passed on June 8, 2017 approved the Scheme of Arrangement and Amalgamation with Appointed Date of April 1, 2017 for (a) Demerger of Print Media Undertaking of the Company vesting with Diligent Media Corporation Limited (DMCL); (b) Merger of Mediavest India Private Limited and Pri-Media Services Private Limited with DMCL; and (c) Merger of Maurya TV Private Limited with the Company. The effect of the Scheme, which became effective on and from July 28, 2017, has been given in the Audited Financial Statements of the Company for FY 2017-18.

In accordance with the said Scheme, the Demerger consideration was discharged by DMCL by issuance and allotment of 11,77,08,018 Equity Shares of ₹1 each to the Shareholders of the Company as on the Record date of October 6, 2017, in the ratio of 1 (one) Equity Share of ₹1 each of DMCL for every 4 (four) Equity Shares of ₹1 each of the Company held as on Record Date. The Equity Shares allotted by DMCL on October 9, 2017 got listed on BSE Limited (Scrip code 540789) and National Stock Exchange of India Limited (Scrip Code DNAMEDIA) on and from December 11, 2017.

6. CHANGE IN REGISTERED OFFICE

During the year under review, your Company shifted its Registered Office to a larger premise at 14th Floor, A-Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013 with effect from August 18, 2017.

7. EMPLOYEES STOCK OPTION SCHEME

The Employee Stock Option Scheme approved by the Members at the Annual General Meeting held on August 18, 2009 has not been implemented till date and no Stock

Options were granted under the said ESOP Scheme till date. In view of this, particulars as required under Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are not provided.

8. SUBSIDIARIES & ASSOCIATES

As at March 31, 2018, your Company had 2 subsidiaries (5 as on March 31, 2017) and 2 associate entities (2 as on March 31, 2017).

During the year under review:

- In pursuance of the Scheme of Arrangement and Amalgamation approved by Hon'ble NCLT vide order passed on June 8, 2017:
  - i. Diligent Media Corporation Limited (DMCL), a wholly owned step-down subsidiary became an independent listed entity upon demerger of Print Media Undertaking from the company vesting with DMCL;
  - ii. Mediavest India Private Limited and Pri-Media Services Private Limited, wholly owned subsidiaries of the company, merged with DMCL and stood dissolved without winding-up; and
  - iii. Maurya TV Private Limited, a wholly owned subsidiary merged with the Company and dissolved without winding up;
- The Company established a wholly owned subsidiary in the name and style of Ez-Mall Online Limited to engage in E-commerce business.

Apart from the above, no other Subsidiary/Associate was established or divested during FY 2017-18. In compliance with Section 129 of the Companies Act, 2013, a statement containing requisite details including financial highlights of the operations of all subsidiaries and associates is annexed to this report as Annexure A.

Further as per Section 136 of the Companies Act, 2013, the Audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries are available on the website of the Company www.zeenews.india.com. These documents will also be available for inspection during business hours on all working days (except Saturday) at the Registered Office of the Company.

9. CORPORATE GOVERNANCE & POLICIES

Your Company is in strict compliance with the Corporate Governance requirements mentioned under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations') and applicable provisions of Companies Act, 2013. Additionally, your company has complied with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

A Report on Corporate Governance as stipulated under the Listing Regulations as also a Management Discussion and Analysis Report forms part of the Annual Report. Certificate from the Statutory Auditors of the Company, M/s Ford Rhodes Parks & Co., LLP, Chartered Accountants, confirming compliance with the provisions of Corporate Governance as stipulated in the Listing Regulations, is annexed to the said Corporate Governance Report.

In compliance with the requirements of the Companies Act, 2013 and Listing Regulations, your Board had approved various Codes and Policies including Code of Conduct for Directors & Senior Management; Policy for determining Material Events; Policy for Preservation of Documents and Archival of Records; Policy for Determination of Material Subsidiary; Related Party Transaction Policy; Whistle Blower and Vigil Mechanism Policy; Corporate Social Responsibility Policy; and Remuneration Policy. Further in accordance with SEBI regulations, your Board had approved Insider Trading Code and Fair Disclosure Policy. All these Codes and Policies along with the terms and conditions of appointment of Independent Directors and brief on Directors Familiarization Programs can be viewed on Company's website at www.zeenews.india.com.

In compliance with regulatory requirements, the Nomination and Remuneration Committee of your Board has fixed criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limit, qualification/experience, areas of expertise and independence of individual. The Committee had also approved in-principle that the initial term of an Independent Director shall not exceed 3 years.

10. DIRECTORS & KEY MANAGERIAL PERSONNEL

As at March 31, 2018, your Board comprised of six (6) Directors including four (4) Independent Directors and two (2) Executive Directors. Independent Directors provide declarations both at the time of appointment and annually, confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Listing Regulations. During FY 17-18 your Board met 6 (six) times details of which are available in the Corporate Governance Report annexed to this report.

Mr. Jagdish Chandra, Executive Director – Regional News Channels resigned from employment of the Company with effect from the close of business on April 13, 2018.

Further, at the meeting held on May 16, 2018, your Board had, based on recommendation of the Nomination & Remuneration Committee, approved appointment of Mr. Ashok Venkatramani as an Additional Director designated as Managing Director of the Company for a period of 3 years with effect from July 1, 2018. As per Section 161 of the Companies Act, 2013, Mr. Venkatramani shall hold office till ensuing Annual General Meeting. The Company has received notice from member proposing appointment of Mr. Venkatramani as Director and requisite proposals seeking your approval for his appointment as Director and also his appointment, and payment of remuneration, as Managing Director of the Company forms part of the Notice of ensuing Annual General Meeting. Your Board recommends these proposals for approval of Shareholders.

Additionally, the Notice of ensuing Annual General Meeting, includes proposals for re-appointment of Dr. (Mrs.) Rashmi Aggarwal & Mrs. Kanta Devi Allria for the second term as Independent Directors, not liable to retire by rotation, for a period of 3 years from expiry of their current term on August 9, 2018. Based on performance evaluation and after review of confirmation(s) of continuity of compliance with the criteria of independence under applicable regulations, your Board recommends re-appointment of Dr. (Mrs.) Rashmi Aggarwal and Mrs. Kanta Devi Allria as Independent Directors for second term for approval of Shareholders.

As per Section 152 of the Companies Act, 2013, Mr. Rajiv Singh, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The re-appointment of Mr. Rajiv Singh at the Annual General Meeting as a director retiring by rotation would not constitute break in his appointment as Executive Director & COO. Your Board recommends his re-appointment.

Mr. Rajiv Singh, Executive Director & COO, Mr. Sumit Kapoor, Chief Financial Officer and Mr. Pushpal Sanghavi, Company Secretary continue to be Key Managerial Personnel (KMP) of the Company in compliance with the requirements of Section 203 of the Companies Act, 2013.

11. BOARD EVALUATION

At a separate meeting of Independent Directors held without presence of other Directors and management, the Independent Directors had, based on various criteria, evaluated performance of the Executive Directors and performance of the Board as a whole and various Board Committees. A report on such evaluation done by Independent Directors was taken on record by the Board and further, the Board had in compliance with the requirements of Companies Act, 2013 evaluated performance of all Independent Directors based on various parameters including attendance, contribution etc. The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Report.

12. BOARD COMMITTEES

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Details of constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company. Further the details of scope, constitution, number of meetings of the Committee held during FY 17-18 along with particulars of attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

13. CORPORATE SOCIAL RESPONSIBLITY (CSR)

CSR at Zee Media is all about creating sustainable programs that actively contribute to and support the social and economic development of the society. Accordingly, as unified approach towards CSR at Essel group level, your Company had along with other Essel Group entities established a Section 8 Company viz. Subhash Chandra Foundation (Foundation). The CSR projects are identified and recommended by the Foundation for consideration by CSR Committees of Essel group entities and upon approval, the funds are remitted by those entities to the Foundation for utilization towards approved CSR Projects. The Foundation monitors utilization of CSR funds, does impact assessment and provides periodical report to the CSR Committee.

During the year under review, your Company had utilized its entire CSR funds of ₹5.5 Millions towards a CSR project for supporting Girl Child Education by establishing a National Level Merit-cum-Need based Scholarship Program for girl students in public schools in the villages of Hissar, Haryana.

A detailed report on CSR activities initiated by the Company during FY 2017-18, in compliance with the requirements of Companies Act, 2013, is annexed to this report as Annexure B.

14. AUDITORS

Statutory Audit: At the 18th Annual General Meeting held on August 9, 2017, the Shareholders had approved appointment of M/s. Ford Rhodes Parks & Co, LLP, Chartered Accountants, having Firm Registration No. 102860W/W100089, as Statutory Auditors of the Company to hold such office until the conclusion of 23rd Annual General Meeting to be held in the year 2022, subject to ratification by the Members every year. Pursuant to recent amendment to Section 139 of the Companies Act, 2013, effective May 7, 2018, ratification by the Shareholders every year for the appointment of Statutory Auditors is no longer required and accordingly the Notice of ensuing Annual General Meeting does not include the proposal for seeking Shareholders approval for ratification of Statutory Auditors appointment. The Company has received certificate of eligibility from M/s Ford Rhodes Parks & Co., LLP in accordance with the provisions of the Companies Act, 2013 read with rules thereunder and a confirmation that they continue to hold valid Peer Review Certificate as required under Listing Regulations.

Secretarial Audit: In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit for FY17-18 was carried out by Mr. Satish K Shah, Practicing Company Secretary (holding ICSI Certificate of Practice No. 3142)

The reports of Statutory Auditor and Secretarial Auditor forming part of this Annual report do not contain any qualification, reservation or adverse remarks. During FY 17-18 the Statutory Auditor had not reported any matter under Section 143(12) of the Companies Act, 2013 and therefore no disclosures are required pursuant to Section 134(3) (ca) of the Companies Act, 2013.

Cost Audit: In compliance with the requirements of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, M/s. Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 00239) was engaged to carry out Audit of Cost Records of the Company for Financial Year 2017-18. The remuneration payable to the Cost Auditors for FY 2017-18 was approved by the Shareholders at previous Annual General Meeting held on August 9, 2017. The Cost Auditor for FY 19 is yet to be appointed by the Board of Directors of the Company.

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

Your Company is into the business of Broadcasting of News & Current Affairs Television Channels. Since this does not involve any manufacturing activity, most of the Information required to be provided under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not applicable. However, the information as applicable is given hereunder:

Conservation of Energy: Your Company, being a service provider, requires minimal energy consumption and every endeavor has been made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.

Technology Absorption: In its endeavor to deliver the best to its viewers and business partners, your Company has been constantly active in harnessing and tapping the latest and best technology in the industry.

Foreign Exchange Earnings and Outgo: During the year under review, your Company had foreign exchange earnings of ₹131.84 Million and outgo of ₹123.37 Million.

16. PARTICULARS OF EMPLOYEES

Your Company had 1816 employees as at March 31, 2018. The information required under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with statement showing names and other particulars of top 10 employees including employees drawing remuneration in excess of the limits prescribed under the said rules is annexed to this report as Annexure C.

17. DISCLOSURES

i. Particulars of loans, guarantees and investments: Particulars of loans, guarantees and investments made by the Company as required under Section 186(4) of the Companies Act, 2013 are given in Note No. 35 to the Standalone Financial Statements.

ii. Transactions with Related Parties: All contracts/ arrangements/transactions entered by the Company during the financial year with related parties were on arm's length basis, in the ordinary course of business and in compliance with applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations. During FY 2017-18 there were no materially significant related party transaction by the Company with the Promoters, Directors, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of the Company.

All related party transactions, specifying the nature, value and terms of the transactions including the arms-length justification, are placed before the Audit Committee for its approval and statement of all related party transactions carried out is placed before the Audit Committee for its review on a quarterly basis. During the year under review, apart from the material related party transaction approved by the Shareholders for availing of Channel Distribution Services by the Company from Zee Entertainment Enterprises Limited (ZEEL), a related party as per Accounting Standard, there have been no materially significant related party transactions.

During the year under review there have been no materially significant transactions prescribed under Section 188(1) with related parties as defined under Section 2(76) of the Companies Act, 2013 (Act) and accordingly the information as prescribed under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 are not provided.

Notice of ensuing Annual General Meeting includes a proposal seeking Shareholders' approval for Material Related Party transactions for availing of services towards Channel Distribution, Advertisement Sales and content monetization on Digital / Web platform, by the Company from ZEEL at arm-length terms detailed in the explanatory statement. Since these related party transactions is expected to result in increased revenues and enhanced reach and therefore beneficial to the Company, your Board recommends the said proposal for approval of the Shareholders.

iii. Risk Management: Your Company has defined operational processes to ensure that risks are identified and the operating management are responsible for identifying and implementing mitigation plans for operational and process risk. Key strategic and business risks are identified and managed by senior management team. The Risks That Matter (RTM) and their mitigation plans are updated and reviewed periodically by the Audit Committee and integrated in the Business plan for each year. In the opinion of the Board there are no risks that may threaten the existence of the Company.

iv. Internal Financial Controls and their adequacy: Your Company has adequate internal financial controls and processes for orderly and efficient conduct of the business including safeguarding of assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically and at the end of each financial year.

Your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India.

v. Deposits & Unclaimed Shares: Your Company has not accepted any public deposit under Chapter V of the Companies Act, 2013.

During the year under review, in compliance with the requirements of The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) as amended, your Company had transferred 1,39,889 Unclaimed Equity Shares of ₹1 each to the beneficiary account of IEPF Authority. The said Unclaimed Equity Shares along with past Unclaimed Dividend transferred to IEPF can be claimed by the Shareholders from IEPF authority after following process prescribed in IEPF Rules.

vi. Extract of Annual Return: Extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Companies (Management & Administration) Rules, 2014 is annexed to this report as Annexure D.

vii. Sexual Harassment: Your Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. Additionally, your Company has constituted 3 Internal Complaints Committee functioning at various locations to redress complaints regarding sexual harassment. There was no complaint on sexual harassment during the year under review.

viii. Regulatory Orders: 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.

18. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, in relation to the Annual Financial Statements for the Financial Year 2017-2018, your Directors confirm that:

a) The Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2018 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis;

b) In the preparation of these Financial Statements, the applicable accounting standards had been followed and there are no material departures;

c) Accounting policies selected were applied consistently and the judgments and estimates related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018, and, of the profit of the Company for the year ended on that date;

d) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act, to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;

e) Requisite Internal financial controls were laid down and that such financial controls are adequate and operating effectively; and

f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Board takes this opportunity to place on record its appreciation for the dedication and commitment of employees shown at all levels which have contributed to the success of your Company. Your Directors also express their gratitude for the valuable support and co-operation extended by all stakeholders including banks, financial Institutions, viewers, vendors, service providers and regulatory authorities.

By order of the Board

Surjit Banga
Non-Executive Chairman

Place: Mumbai
Date : May 16, 2018

Rajiv Singh
Executive Director & COO

Annexure A to Directors' Report

Statement containing salient features of the Financial Statement of Subsidiaries / Associates / Joint Venture as per the Companies Act, 2013 for the year ended March 31, 2018

Part A - Subsidiaries

₹ million

Name of the Subsidiary	Zee Akaash News Private Limited	Ez-Mall Online Limited
Date of acquistion of Subsidiary	28-Oct-05	21-Jun-17
Equity Share Capital	40.00	40.00
Other Equity	480.05	(131.06)
Total Assets	689.76	143.03
Total Liabilities	169.71	234.09
Investments (Other than Subsidiary)	-	-
Turnover	653.65	50.39
Profit before Taxation	316.66	(284.73)
Provision for Taxation	114.92	(72.26)
Profit after Taxation	201.73	(212.47)
Dividend Proposed/ Paid	100.00	-
% of shareholding	60.00%	100.00%

Part B - Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

₹ million

Name of Associates or Joint Venture	Today Merchandise Private Limited	Today Retail Network Private Limited
Latest audited Balance Sheet Date	31-Mar-18	31-Mar-18
Date on which the Associate or Joint Venture was associated or acquired	01-Oct-2016	01-Oct-2016
Shares of Associate or Joint Ventures held by the Company on the year end		
- No of Shares	36,880,401	2,891,961
- Amount of Investment in Associate or Joint Venture	368.80	28.92
- Extent of Holding (in percentage)	49.00%	49.00%
Description of how there is significant influence	Through Shareholding	Though Shareholding
Reason why the associate/joint venture is not consolidated	NA	NA
Networth attributable to shareholding as per latest audited Balance Sheet	327.90	(27.03)
Profit or Loss for the year		
- Considered in Consolidation	(37.51)	(8.65)
- Not considered in Consolidation	(39.04)	(9.00)

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Place: Mumbai
Date: May 16, 2018

Rajiv Singh
Executive Director & COO

Annexure B to Directors' Report

Annual Report on Corporate Social Responsibility Activities

1	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs	Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Education, Environment & Health Care and Woman empowerment. Besides these focus areas the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013. The CSR Policy can be viewed on Company's website www.zeenews.india.com.
2	The composition of the CSR Committee	The CSR Committee comprises of three (3) Directors including Mr. Rajiv Singh, Executive Director & COO as Chairman and Mr. Surjit Banga and Mrs. Kanta Devi Allria, Independent Directors as Members.
3	Average net profit of the Company for last 3 Financial Year	₹273.70 Million
4	Prescribed CSR expenditure	₹5.47 Million
5	Details of CSR spent during FY	
	a) Amount spent	₹5.50 Million
	b) Unspent amount	None
	c) Areas where spent	As detailed herein

₹ million

CSR Project or Activity Identified	Sector in which the project is covered	State/ District where projects/ programs undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative expenditure up to the reporting period	Implementing agency
Promotion of Education	Funding a National level Merit-cum-Need based Scholarship Program for girls students at various levels in Public Schools.	Hissar, Haryana	5.50	5.50	5.50	Subhash Chandra Foundation

The CSR Committee certifies that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Surjit Banga
Independent Director

Place: Mumbai
Date: May 16, 2018

Rajiv Singh
Executive Director & COO

Annexure C to Directors' Report

Particulars of Remuneration of Employees as required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

A. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, ratio of remuneration of Directors to the Median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

Name of Director/ Key Managerial Personnel	Remuneration (₹ in Mio)	% increase in Remuneration	Ratio of Director's Remuneration to median remuneration	Comparison of remuneration of each KMP against Company's performance	
				% of Turnover	% of Net Profit before Tax
Non-Executive Directors @					
Surjit Banga	0.50	25%	0.95:1	NA	NA
Uma Mandavgane	0.50	25%	0.95:1	NA	NA
Rashmi Aggarwal	0.50	25%	0.95:1	NA	NA
Kanta Devi Allria	0.50	25%	0.95:1	NA	NA
Executive Directors					
Rajiv Singh	11.72	8%	22.34:1	0.23%	1.99%
Jagdish Chandra *	0	0%	0	0%	0%
Key Managerial Personnel					
Sumit Kapoor	5.55	0%	NA	0.11%	0.94%
Pushpal Sanghavi $	7.20	10%	NA	0.14%	1.22%

@ Non-executive Directors remuneration represents commission payable for FY 2017-18. Commission increase has been worked out on annualized basis.

* Annual remuneration of Mr. Jagdish Chandra for FY 2017-18 was ₹12.

$ Remunerated by one of the group entity.

Sr	Requirement	Disclosure
1	The Percentage increase in median remuneration of employees in financial year	12%
2	Number of permanent employees on the rolls of the Company	1816
3	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average annual increase in the salaries of employees during the year was 9.4%, while the average increase in Managerial Remuneration was 8%.
4	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that the remuneration is as per the remuneration policy of the Company.

B. Particulars of Top Ten (10) Employees in terms of Remuneration drawn including employees drawing remuneration in excess of ₹8.50 Lakhs per month or ₹1.02 Crores per annum during FY 17-18

Name	Age	Designation	Total Remuneration	Qualification Exp.	Exp in Years	Date of Joining	Date of Leaving	Last Employment
Sudhir Chaudhary	44	Editor-in-Chief - Zee News, Zee Business, WION	14,342,326	PG - Journalism, BA	22	17-Jul-12	NA	Broadcast Initiative Ltd
Rajiv Singh	60	Executive Director & COO	11,715,878	PG in History	35	30-Aug-16	NA	Reliance Jio
Uday Nirgudkar	52	Channel Head - Zee 24 Taas	9,928,891	MBA, PHD	25	05-Mar-12	31-Oct-17	UTS Pvt Ltd
Sushil Joshi	54	Executive VP – HR	7,819,166	Masters in Personnel Management	20	27-Feb-17	NA	Delhi International Airport Pvt. Ltd.
Sanjay Bragta	50	Head – CAD	7,182,349	Bachelor of Law, BJMC	21	21-Mar-17	NA	TV Today Network Ltd.
Sumit Kapoor	38	Chief Financial Officer	5,547,200	MBA, B Com, Certificate in Management	14	05-Dec-16	NA	Monnet Group
Akrita Reyar	42	Group Editor - Online News	4,440,841	B.A - Economics	20	04-Sep-97	11-May-17	Nil
Gaurav Thapar	46	Chief Technology Officer	4,625,833	PGDCA, BSC.	21	11-Jan-17	NA	Accenture Ltd
Dheerendhar Singh	50	Head – Distribution	3,820,429	PGDM, B.E.	23	11-Jan-17	NA	TV Today Network Ltd
Vasindra Mishra	54	Channel Head - Zee Hindustan	3,391,092	M.A.	26	28-Apr-03	02-May-17	Reliance Industries Ltd

Notes:

1. All appointments are contractual and terminable by notice on either side.
2. Other than Mr. Rajiv Singh, Executive Director & COO, none of the employees are Directors or related to any Directors.
3. Remuneration includes Salary, Allowances, Variable Pay, Company's contribution to Provident Fund, Medical Benefits, Leave Travel Allowance & other perquisites and benefits valued as per Income Tax Act, 1961 and in case of employees resigned during the year the remuneration includes terminal benefits.
4. None of the Employees hold 2% or more of the Equity Shares of the Company.

Surjit Banga
Non-Executive Chairman

Place: Mumbai
Date: May 16, 2018

Rajiv Singh
Executive Director & COO

Annexure D to Directors' Report

EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2018

I. REGISTRATION AND OTHER DETAILS:

i)	Corporate Identity Number (CIN)	L92100MH1999PLC121506
ii)	Registration Date	27/08/1999
iii)	Name of the Company	Zee Media Corporation Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered Office & Contact details	14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400013 Tel No.: +91-22-7106 1234 Fax No.: +91-22-2300 2107
vi)	Whether Listed	Yes
vii)	Name, Address and Contact Details of Registrar and Transfer Agent	Link Intime India Pvt. Ltd. C-101, 247, Park L B S Marg, Vikhroli (West), Mumbai – 400 083 Tel No.: +91-22-4918 6000 Fax No.: +91-22-4918 6060 Email.: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service (As per 2004)	% to total turnover of the company
1	Broadcasting services	92132	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name, Address & CIN of the Company	% of shares held	Applicable Section
A	**Holding Company**		
	Nil		
B	**Subsidiary Companies**		
1	Zee Akaash News Private Limited Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400 018 U92132MH2005PTC157148	60%	2(87)(ii)
2	Ez-Mall Online Limited 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400013 U74999MH2017PLC296408	100%	2(87)(ii)
C	**Associate Companies**		
1	Today Merchandise Private Limited F-26, First Floor, Connaught Place, New Delhi 110001 U74999DL2010PTC210696	49%	2(6)
2	Today Retail Network Private Limited F-26, First Floor, Connaught Place, New Delhi 110001 U51909DL2007PTC167147	49%	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. April 1, 2017				No. of Shares held at the end of the year i.e. March 31, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters Shareholding									
(1) Indian									
Bodies Corp.	325365074	0	325365074	69.11	325365074	0	325365074	69.11	0.00
Sub-total (A-1)	**325365074**	**0**	**325365074**	**69.11**	**325365074**	**0**	**325365074**	**69.11**	**0.00**
(2) Foreign	0	0	0	0	0	0	0	0	0.00
Sub-total (A-2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**
Total Promoter shareholding (A=A1+A2)	**325365074**	**0**	**325365074**	**69.11**	**325365074**	**0**	**325365074**	**69.11**	**0.00**
B. Public Shareholding									
(1) Institutions									
Mutual Funds	0	452	452	0.00	1267606	452	1268058	0.27	0.27
Banks / Financial Institutions	1033554	0	1033554	0.22	313694	0	313694	0.07	(0.15)
Insurance Companies	91142	0	91142	0.02	0	0	0	0.00	(0.02)
Foreign Institutional Investors	27588022	5022	27593044	5.86	29604972	4118	29609090	6.29	0.43
Sub-total (B-1)	**28712718**	**5474**	**28718192**	**6.10**	**31186272**	**4570**	**31190842**	**6.63**	**0.53**
(2) Non-Institutions									
a) Bodies Corp.									
Indian	23770948	0	23770948	5.05	12734723	0	12734723	2.70	(2.35)
Overseas	202	0	202	0.00	202	0	202	0.00	0.00
b) Individuals									
Individual shareholders holding nominal share capital upto ₹1 lakh	52994394	180306	53174700	11.29	65070557	145619	65216176	13.85	2.56
Individual shareholders holding nominal share capital in excess of ₹1 lakh	31301500	0	31301500	6.65	20050808	0	20050808	4.26	(2.39)
c) Others									
Foreign National	0	0	0	0.00	0	0	0	0	0.00
NRI	4050604	164266	4214870	0.90	10981356	146638	11127994	2.36	1.46
Trust	10227	0	10227	0.00	10227	0	10227	0.00	0.00
HUF	4233792	0	4233792	0.90	2953570	0	2953570	0.63	(0.27)
Government Companies (IEPF)	0	0	0	0	139889	0	139889	0.03	0.03
Alternative Investment Funds	0	0	0	0	2000000	0	2000000	0.43	0.43
Sub-total (B-2)	**116361667**	**344572**	**116706239**	**24.79**	**113941332**	**292257**	**114233589**	**24.26**	**(0.53)**
Total Public Shareholding (B=B1+B2)	**145074385**	**350046**	**145424431**	**30.89**	**145127604**	**296827**	**145424431**	**30.89**	**0**
C. Shares held by Custodian for GDRs & ADRs (C)	NIL								
Grand Total (A+B+C)	**470439459**	**350046**	**470789505**	**100.00**	**470492678**	**296827**	**470789505**	**100.00**	**0**

ii) Shareholding of Promoters & Promoter Group

S N	Shareholder's Name	Shareholding at the beginning of the year i.e. April 1, 2017			Shareholding at the end of the year i.e. March 31, 2018			% change in shareholding during 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	
1	25FPS Media Pvt. Ltd.	166268323	35.32	6.64	166268453	35.32	8.59	0
2	Arm Infra & Utilities Pvt. Ltd.	159072726	33.79	24.38	159072726	33.79	26.67	-
3	Prime Publishing Pvt. Ltd.	23635	0.00	0.00	23635	0.00	0.00	-
4	Sprit Infrapower & Multiventures Pvt Ltd (erstwhile Sprit Textiles Pvt Ltd)	260	0.00	0.00	260	0.00	0.00	-
5	Essel Infraprojects Ltd.	130	0.00	0.00	0	0.00	0.00	-
	Total	**325365074**	**69.11**	**31.02**	**325365074**	**69.11**	**35.26**	**-**

iii) Change in Promoters' Shareholding:

S N	Shareholder's Name	Shareholding at the beginning of the year April 1 2017		Date	Reason	Increase/ Decrease in shareholding		Cumulative shareholding during the year	
		No. of Shares	% of Capital			No of Shares	% of Capital	No of Shares	% of Capital
1	25FPS Media Pvt Ltd	166268323	35.32	29/9/17	Market Purchase	130	0.00	166268453	35.32
2	Arm Infra & Utilities Pvt. Ltd	159072726	33.79	NA	NA	NA	NA	159072726	33.79
3	Prime Publishing Pvt Ltd	23635	0.00	NA	NA	NA	NA	23635	0.00
4	Sprit Infrapower & Multiventures Pvt Ltd (erstwhile Sprit Textiles Pvt Ltd)	260	0.00	NA	NA	NA	NA	260	0.00
5	Essel Infraprojects Ltd	130	0.00	29/9/17	Market Sale	130	0.00	0	0.00

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of Shareholder	Shareholding at the beginning of the year (April 1, 2017)		Shareholding at the end of the year (March 31, 2018)	
	No of Shares	% Equity Share Capital	No of Shares	% Equity Share Capital
ACACIA Partners LP	8034130	1.71	8034130	1.71
India Opportunities Growth Fund Ltd - Pinewood Strategy	6100000	1.30	6820000	1.45
ACACIA Institutional Partners LP	5186610	1.10	5186610	1.10
Dilip Kumar Lakhi	5397747	1.15	4351030	0.92
Viral Amal Parikh	4344000	0.92	4344000	0.92
OHM Stock Broker Pvt Ltd	4156000	0.88	4156000	0.88
ACACIA Conservation Fund Ltd	3603600	0.77	3603600	0.77
Chirag Dilipkumar Lakhi	2698543	0.57	2698543	0.57
ACACIA Banyan Partners	2595060	0.55	2595060	0.55
EQ India Fund	0	0.00	2000000	0.42

Note:

1. The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/decrease in shareholding is not indicated.
2. Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure

v) Shareholding of Directors and Key Managerial Personnel:

None of the Directors/Key Managerial Personnel of the Company, held any Equity Shares of the Company either at the beginning of the year i.e. April 1, 2017 or at the end of the year i.e. March 31, 2018 or dealt in the Equity Shares of the Company during financial year 2017-18 and information in this regard is Nil.

V. INDEBTEDNESS:

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

₹ million

Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of FY i.e. April 1, 2017				
i) Principal Amount	1,090.73	-	-	1,090.73
ii) Interest Due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total	**1,090.73**	**-**	**-**	**1,090.73**
Change in Indebtedness during FY 17-18				
• Addition	805.94	-	-	805.94
• Reduction	(647.71)	-	-	(647.71)
Net Change	**158.23**	**-**	**-**	**158.23**
Indebtedness at the end of FY i.e. March 31, 2018				
i) Principal Amount	1,248.96	-	-	1,248.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total	**1,248.96**	**-**	**-**	**1,248.96**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ million

Particulars of Remuneration	Rajiv Singh ED & COO	Jagdish Chandra ED – Regional News Channels*	Total
Gross salary (As per Income Tax Act)			
Salary	9.73	0	9.73
Perquisites	-	-	-
Profit in lieu of salary	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission - as % of profit	-	-	-
Others (Contribution to Provident)	0.65		0.65
Others (Variable Pay)	1.34	-	1.34
Total	**11.72**	**0**	**11.72**
Ceiling as per the Act (10% of Net Profit)			**73.34**

***Annual Remuneration of Mr. Jagdish Chandra was ₹12**

B. Remuneration to other directors:

₹ million

Name of Director	Sitting Fees	Commission	Others	Total
Surjit Banga	0.26	0.50	-	0.76
Uma Mandavgane	0.24	0.50	-	0.74
Dr. (Mrs.) Rashmi Aggarwal	0.20	0.50	-	0.70
Kanta Devi Allria	0.12	0.50	-	0.62
Total	**0.82**	**2.00**	**-**	**2.82**
Ceiling as per Act (1% of Net Profit)				**7.34**

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

₹ million

Particulars of Remuneration	Sumit Kapoor Chief Financial Officer	Pushpal Sanghavi Company Secretary #	Total
Gross salary (As per Income Tax Act)			
Salary	5.20	6.80	12.00
Perquisites	-	0.03	0.03
Profits in Lieu of Salary	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
Others (Contribution to Provident Fund)	0.35	0.37	0.72
Total	**5.55**	**7.20**	**12.75**

Draws remuneration from one of the group entity.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

Surjit Banga
Non-Executive Chairman

Place: Mumbai
Date: May 16, 2018

Rajiv Singh
Executive Director & COO

Secretarial Audit Report – 2017-18

To
The Members of
Zee Media Corporation Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zee Media Corporation Limited** (CIN: L92100MH1999PLC121506) (hereinafter called 'the Company') for F.Y. 2017-18. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March, 2018 ('Audit Period'), the Company has 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.

I 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, 2018 according to the provisions of following acts and regulations, to the extent applicable to the Company during the Audit period:

I. The Companies Act, 2013 (**the Act**) and the Rules made under the Act including any re-enactment thereof;

II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the applicable Rules and Regulations made thereunder;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:

   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, 2015;

   c. 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; and

   d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');

VI. The Company has identified the following Laws as specifically applicable to the Company:

   a. Up-linking /down linking guidelines issued by Ministry of Information and Broadcasting;

   b. The Cable Television Network (Regulations) Act, 1995 and rules framed thereunder;

   c. Intellectual Property rights related laws;

   d. The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012

I have also examined compliance with the applicable clauses of the Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned hereinabove.

I further report that:

- Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

- The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act and Listing Regulations.

- 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.

- Decisions at the Board Meetings, as represented by the management and recorded in the minutes, were generally unanimous.

I 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.

I further report that during the Audit period:

- The Mumbai Bench of Hon'ble National Company Law Tribunal ('NCLT') vide its Order dated June 8, 2017 had approved the Scheme of Arrangement and Amalgamation between the Company, Diligent Media Corporation Limited (DMCL), Mediavest India Private Limited (Mediavest), Pri-Media Services Private Limited (Pri-Media) and Maurya TV Private Limited (Maurya) and their respective Shareholders and Creditors ('the Scheme'), with Appointed Date of April 1, 2017. The said Scheme was made effective upon filing of certified copy of the said Order of the Mumbai Bench of NCLT with the Registrar of Companies by the Companies forming part of the Scheme on July 28, 2017.

  Consequent upon effectiveness of the Scheme (a) the Print Media Undertaking of the Company along with its investment(s) in Mediavest and Pri-Media was demerged and vested into DMCL; (b) Mediavest and Pri-Media got amalgamated with DMCL; and (c) Maurya got amalgamated with the Company on and from the Appointed Date of April 1, 2017. Subsequently, in accordance with the said Scheme DMCL had in October 2017, issued its Equity Shares to the Shareholders of the Company

CS Satish K. Shah
FCS1313/CP3142

Place: Mumbai
Date: May 16, 2018

Corporate Governance Report

PHILOSOPHY

Corporate Governance philosophy at Zee Media Corporation Limited ('Company') stems from the belief that the Company's business strategy, plans and decisions ought to be consistent with the welfare of all its stakeholders, including shareholders, viewers etc. Good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interest of multiple stakeholders, including the society at large. Corporate Governance at Zee Media is founded upon 4 pillars of Core Values viz., Transparency, Integrity, Honesty and Accountability. Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place system, process and technology.

A report on compliance with the principles of Corporate Governance as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given below:

BOARD OF DIRECTORS

Composition & Category of Directors: Your Company has a balanced Board with an optimum combination of Executive and Non-Executive Directors to ensure independent functioning. As at March 31, 2018, your Board comprised of 6 (six) Directors including 2 (two) Executive Directors and 4 (four) Independent Directors including 3 (three) Independent Women Directors. Subsequent to closure of financial year 2017-18, one of the Executive Directors resigned with effect from close of April 13, 2018 and the Board had approved appointment of a Managing Director with effect from July 1, 2018. The composition of the Board of Directors of the Company is in accordance with Regulation 17(1) of Listing Regulations.

Independent Directors of the Company provide appropriate certifications annually and/or at the time of their appointment to the Board confirming satisfaction of the conditions of they being independent as laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.

During the year under review, 6 (six) meetings of the Board were held on May 24, 2017, June 28, 2017, August 11, 2017, October 31, 2017, February 1, 2018 and March 30, 2018. The annual calendar of meetings relating to approval of quarterly and annual financial statements of the Company is broadly determined at the beginning of each financial year.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings detailed above held during the financial year 2017-18 and also their other Directorships/Chairmanship held in Indian Public Companies & Membership/ Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2018 are as under:

Name of Director	Attendance at		No of Directorship in other public companies		No of Committee positions held in other public companies	
	Board Meeting (Total 6 Meetings)	18th AGM held on August 09, 2017				
			Member	Chairman	Member	Chairman
Independent Directors						
Surjit Banga	6	Yes	1	-	3	-
Uma Mandavgane	6	Yes	2	-	2	2
Rashmi Aggarwal	5	Yes	5	-	7	2
Kanta Devi Allria	5	Yes	1	-	2	-
Executive Directors						
Rajiv Singh	6	Yes	3	-	1	-
Jagdish Chandra #	6	NA	-	-	-	-

Resigned w.e.f the close of business on April 13, 2018.

None of the Directors of the Company are related inter-se and none of the Directors of the Company hold any equity shares of the Company.

Board Procedure: Schedule of Board meetings for approval of quarterly and annual financial results each year are decided well in advance and approved by the Directors. Board meetings are generally held either at Mumbai or Noida. The agenda along with the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. Any Board Member may, in consultation with the Chairman and with the consent of all Independent Directors present at the meeting, bring up any matter at the meeting for consideration by the Board. Senior management personnel are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies. All relevant information required to be placed before the Board as per Listing Regulations are considered and taken on record/approved by the Board. The Board periodically reviews certificates in respect of compliance of various laws and regulations applicable to the Company.

Independent Directors Meeting & Board Evaluation Process: In compliance with the requirements of Regulation 25 of Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on March 29, 2018 to evaluate performance of the Board / Board Committees and Executive Directors and review flow of information between the management and the Board. The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by SEBI in this regard.

The parameters for evaluation of performance of the Board & Board Committees include the structure & composition, contents of agenda, quality and timelines of information provided, decision-making process & review thereof, attention to the Company's long term strategic issues, evaluation of strategic risks, overseeing and review of major plans of action, corporate restructuring, acquisitions, divestment, etc.

The performance of the Independent Directors was also evaluated taking into account the time devoted, attention given to professional obligations for independent decision making, contribution towards providing strategic guidance, determining important policies, utilising their expertise independent judgment that contributes objectively in the Board's deliberations - particularly on issues of strategy, performance and conflict management etc.

Outcome of the evaluation exercise was discussed at subsequent board meeting. The Board of Directors expressed satisfaction towards the evaluation process.

Familiarisation Program for Independent Directors: Independent Directors are familiarized with their roles, rights and responsibilities at the time of their appointment as Directors and regular presentations are made to the Board / Board Committees covering business strategies, management structure, periodic financial results, budgets and operations of subsidiaries etc. The details of familiarisation program can be viewed in the Investor section of Company's website www.zeenews.india.com

Code of Conduct: The Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior management personnel as defined in the Code provide their annual confirmation of compliance with the Code. Besides the Code, the Company has also put in place a Policy on Ethics at Work Place which is applicable to all employees. The role and responsibilities of Independent Directors as prescribed in Schedule IV of the Companies Act, 2013 and/or prescribed in Listing Regulations forms part of the appointment letters issued to Independent Directors. Copy of the Code along with the terms of appointment of Independent Directors is available on the website of the Company www.zeenews.india.com.

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below

Declaration

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2018.

Rajiv Singh
Executive Director & COO
Mumbai, May 16, 2018

BOARD COMMITTEES

Particulars of Meetings of Board Committees held during the year along with Directors attendance at such Committee Meeting(s) are detailed herein:

Particulars	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
No of Meetings held	**5**	**1**	**5**	**1**
Directors attendance				
Mr. Surjit Banga	5	1	5	1
Mrs. Uma Mandavgane	5	1	5	NA
Dr (Mrs) Rashmi Aggarwal	4	1	NA	NA
Mrs Kanta Devi Allria	NA	NA	NA	1
Mr. Rajiv Singh	5	NA	5	1
Mr. Jagdish Chandra @	NA	NA	NA	NA

Note:
@ Resigned w.e.f. the close of business on April 13, 2018
NA denotes that the Director is not a Member of such Committee.

Details of Board Committees are as under:

(a) Audit Committee

Constitution: As at March 31, 2018, the Audit Committee of the Board comprised of four (4) Directors including Mrs. Uma Mandavgane, an Independent Director as Chairperson and Mr. Surjit Banga, Independent Director, Dr. (Mrs.) Rashmi Aggarwal, Independent Director and Mr. Rajiv Singh, Executive Director & COO as Members.

During the year under review, Audit Committee met for five (5) times on May 24, 2017, August 11, 2017, October 31, 2017, February 1, 2018 and March 30, 2018.

Terms of reference: The Terms of reference and role of the Audit Committee are as per Listing Regulations and Section 177 of Companies Act, 2013. The terms of reference of the Audit Committee broadly includes:

- Review Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient, accurate, timely and credible.
- Review and recommend quarterly, half yearly and annual financial statements for approval of the Board.
- Review and approve internal audit reports, related party transactions, company's financial and risk management policies and functioning of Whistle Blower & Vigil Mechanism Policy.
- Review with the management, external and internal auditors, the adequacy of internal control systems including computerized information system controls and security.
- Recommend to the Board the appointment, reappointment and removal of the statutory auditor and cost auditors, fixation of audit fee and approval of payment of fees for any other services.
- Review the adequacy of internal audit function including approving appointment and remuneration payable to Internal Auditor.
- Review of Internal Financial Control and Enterprise Risk Management process of the Company.

Additionally, in compliance with requirements of Regulation 24 of the Listing Regulations, the Audit Committee reviews financials, investments and Minutes of meeting of Board/ Board Committees of Subsidiary Companies.

Audit Committee meetings are generally attended by the Chief Financial Officer and representative of the Statutory Auditors of the Company. Internal Auditors have attended Audit Committee Meetings wherein the Internal Audit reports were considered by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

(b) Nomination & Remuneration Committee

Constitution: As at March 31, 2018 the Nomination & Remuneration Committee comprised of Dr. (Mrs.) Rashmi Aggarwal as Chairperson and Mr. Surjit Banga, Independent Director and Mrs. Uma Mandavgane, Independent Director as Members.

During the year under review the Committee met once on March 30, 2018.

Terms of reference: The terms of reference of the Nomination

& Remuneration Committee, *inter alia*, comprises of

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommending their appointment to the Board;
- Formulating criteria for determining qualification, 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;
- Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate employees/directors of the quality required to run the Company successfully;
- Ensuring that relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Formulating policy with regard to remuneration to directors, key managerial personnel and senior management involving a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Additionally, the Committee has been vested with the powers for administration and implementation of Company's Employees Stock Option Scheme.

<u>Remuneration Policy:</u> The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. Focus on productivity and pay-for-performance have been the cornerstones of the Company's reward philosophy with differentiated compensation growth to high-performing employees. With a view to bring performance based growth approach, the remuneration of employees of the Company have been moderated and structured as a mix of fixed and variable pay depending on the grade and level of employee. The Remuneration Policy of the Company has been uploaded and can be accessed on Company's website www.zeenews.india.com

The increments and variable pay of all employees of the Company is deliberated and approved by the Nomination & Remuneration Committee of the Board. The Nomination & Remuneration Committee considers and recommends for approval of the Board, the compensation package of Executive Director(s) which *inter alia* includes fixed pay (Salary, Allowances & Perquisites) and Variable Pay. The compensation packages are in accordance with applicable laws, in line with the Company's objectives, shareholders interest and as per the Industry standards.

The Commission paid/payable to the Non-Executive Directors of the Company is in accordance with Shareholders approval and in compliance with the Companies Act, 2013.

<u>Remuneration paid to Executive Directors:</u> Particulars of the remuneration paid to Mr. Rajiv Singh and Mr. Jagdish Chandra as Executive Directors during FY 17-18 is as detailed herein:

₹ million

Particulars	Mr. Rajiv Singh	Mr. Jagdish Chandra
Salary & Allowances	9.73	0
Variable Pay	1.34	–
Employer's Contribution to Provident Fund	0.65	-
Total	**11.72**	**0**

<u>Remuneration payable to Non-Executive Directors:</u> The Non-Executive Directors are paid sitting fee of ₹20,000 for attending each meeting of the Board and Committees thereof, other than Stakeholders Relationship Committee and Finance Sub-Committee.

Pursuant to Member's approval at 18th Annual General Meeting held on August 9, 2017, Non-Executive Directors are entitled to receive remuneration as determined by the Board in the form of Commission of upto maximum of 1% of profits of the Company. Within the aforesaid limit the commission payable each year is determined by the Board based *inter alia* on the performance of and regulatory provisions applicable to the Company. As per the current policy, the Company pays equal amount of commission to Non-Executive Directors on a pro-rata basis.

Particulars of Sitting Fees paid and Commission payable to Non-Executive Directors of the Company for financial year 2017-18 is as detailed herein:

₹ million

Name of Director	Sitting Fees	Commission	Total
Surjit Banga	0.26	0.50	0.76
Uma Mandavgane	0.24	0.50	0.74
Rashmi Aggarwal	0.20	0.50	0.70
Kanta Devi Allria	0.12	0.50	0.62
Total	**0.82**	**2.00**	**2.82**

Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than in the normal course of business.

(c) Stakeholders Relationship Committee

Constitution - As at March 31, 2018, the Stakeholders Relationship Committee of the Board comprised of Mr. Surjit Banga, Independent Director, as Chairman and Mr. Rajiv Singh, Executive Director & COO and Mrs. Uma Mandavgane, Independent Director as Members. The Company Secretary is the Secretary of the Committee.

During the year under review the Committee met five (5) times on April 5, 2017, August 9 ,2017, October 31, 2017, November 28, 2017 and February 1, 2018.

Terms of reference: Main function of Stakeholders Relationship Committee is to strengthen investor relations, ensure efficient transfer/transmission etc., of shares and proper and timely attendance of investor's grievances. The Committee has delegated various powers including approving requests for transfer, transmission, rematerialisation & dematerialisation etc. of Equity shares to the executives in secretarial department of the Company and representative of Registrar and Share Transfer Agent of the Company. The Company Secretary, being the compliance officer, is entrusted with the responsibility, to specifically look into the redressal of the shareholders and investors complaints and report the same to Stakeholders Relationship Committee.

Details of number of complaints received and resolved during the year ended March 31, 2018 are as under:

Nature of Correspondence	Received	Replied / Resolved	Pending
Non-receipt of Dividend	1	1	0
Non-receipt of Annual Report	1	1	0
Letter from Stock Exchanges / SEBI	2	2	0
Total	**4**	**4**	**0**

(d) Corporate Social Responsibility Committee

Constitution - As at March 31, 2018, the Corporate Social Responsibility Committee of the Company comprised of Mr. Rajiv Singh, Executive Director & COO as Chairman and Mr. Surjit Banga and Mrs. Kanta Devi Allria, Independent Directors as Members. The Company Secretary is the Secretary of the Committee.

During the year under review, Corporate Social Responsibility Committee met once on February 1, 2018.

Terms of reference: Terms of reference and the scope of the CSR Committee *inter alia* include (a) consider and approve the proposals for CSR spends; and (b) review monitoring reports on the implementation of CSR projects funded by the Company.

Other Board Committees

In addition to the above, the Board has constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

i) Finance Sub-Committee: With a view to facilitate monitoring and expediting any debt fund raising process, approve financing facilities offered and/or sanctioned to the Company by various Banks and/or Indian Financial Institutions from time to time, in the form of Term Loans, Working Capital facilities, Guarantee Facilities, etc., including the acceptance of terms and conditions of such facilities being offered and exercising such other authorities as may be delegated by the Board from time to time, the Board has constituted a Finance Sub-Committee. As at March 31, 2018, the Finance Sub-Committee comprised of Mr. Rajiv Singh, Executive Director & COO of the Company as Chairman and Mr. Surjit Banga and Mrs. Uma Mandavgane, Independent Directors as Members.

ii) Corporate Management Committee: The Board has constituted a Corporate Management Committee comprising of Senior Executives of the Company to review, approve and/or grant authorities for managing day-to-day affairs of the Company within the powers delegated by the Board. As at March 31, 2018, the Corporate Management Committee comprises of Mr. Rajiv Singh, Executive Director & COO as Chairman and Mr. Sumit Kapoor, CFO and Mr. Pushpal Sanghavi, Company Secretary as Members.

The Finance Sub-Committee and Corporate Management Committee meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.

GENERAL MEETINGS

The 19th Annual General Meeting of the Company for the Financial Year 2017-18 will be held on Friday, July 20, 2018 at 11.00 a.m. at The Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018.

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed thereat are as follows:

Year	Date and Time	Special Resolutions passed	Venue
2016-17	August 9, 2017 – 11.00 a.m.	Re-appointment of Mrs. Uma Mandavgane as Independent Director for second term.	The Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018
		Appointment of and payment of remuneration to Mr. Jagdish Chandra as Executive Director – Regional News Channels for a period of 5 Years w.e.f. February 3, 2017.	
		Maintenance of Register of members at the new office of Registrar and Share Transfer Agent instead of Registered office of the Company.	
2015-16	August 3, 2016 – 11.00 a.m.	Appointment and payment of Remuneration to Mr. R K Arora as Executive Director and CEO of the Company for a period of three years w.e.f. May 24, 2016.	Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025.
		Re-appointment of Mr. Surjit Banga as an Independent Director for second term.	
		Maintenance of Register of members at the office of Registrar and Share Transfer Agent instead of Registered office of the Company	
2014-15	August 7, 2015 – 11.00 a.m.	Appointment and payment of Remuneration to Mr. Ashish Kirpal Pandit as Executive Director and CEO of the Company for a period of three years w.e.f. June 1, 2015.	The Hall of Harmony, Nehru Centre, Dr, Annie Besant Road, Worli, Mumbai 400 018

All the above Special Resolutions were passed with requisite majority.

No Resolutions were passed by way of Postal Ballot during financial year 2017-18. None of the resolution(s) proposed at the ensuing AGM is required to be passed by way of Postal Ballot.

DISCLOSURES

i. All transactions entered into by the Company with related parties during the financial year 2017-18 were in ordinary course of business and on arms-length basis. The related party transactions undertaken by the Company during the year under review were in compliance with the applicable provisions of Companies Act, 2013 and Listing Regulations. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of the Annual Report. All ongoing related party transactions along with the estimated transaction value and terms thereof are approved by the Audit Committee before the commencement of financial year and thereafter reviewed on quarterly basis by the Audit Committee.

   In compliance with the requirements of Regulation 23 of Listing Regulations, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on www.zeenews.india.com

   There are no materially significant related party transactions between the Company and its promoters, directors or key management personnel or their relatives, having any potential conflict with interests of the Company at large.

ii. As per Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of Conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company) safeguards whistleblowers from reprisals or victimization. Your Board affirms that no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

iii. In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. Mr. Pushpal Sanghavi, Company Secretary of the Company is Compliance officer for the purposes of Insider Trading Code, while the Chief Financial Officer of the Company has been assigned responsibility under Fair Disclosure policy as Investor Relations Officer.

iv. The Company does not have any material non-listed Subsidiary in terms of Regulation 16 of Listing Regulations. The Audit Committee reviews the financial statements including investments by the unlisted subsidiaries. The policy on determining material subsidiaries has been uploaded and can be accessed on the website of the Company at www.zeenews.india.com

Additionally, the Board has in accordance with the requirements of Companies Act, 2013 and Listing Regulations approved and adopted various other policies including Material Events Determination and Disclosure Policy, Document Preservation Policy, Corporate Social Responsibility Policy etc. These policies can be viewed on Companies Website at www.zeenews.india.com

v. There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

vi. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of Listing Regulations, as amended. The status of compliance with non-mandatory requirements of Listing Regulations are as detailed hereunder:

a) Audit Qualification – The financial statements of the Company are unqualified.

b) Separate posts of Chairman and CEO – The Company currently has separate post of Chairman who is a Non-Executive Independent Director on the Board and the Executive Director & COO who is nominated as CEO of the Company.

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases etc., to all Stock Exchanges where the shares of the Company are listed. Such information is also simultaneously displayed on the Company's website www.zeenews.india.com. The extract of financial results, quarterly, half yearly and annual results and other statutory information were communicated to the shareholders generally by way of publication in English newspapers viz. DNA, and Business Standard and in a vernacular language newspaper viz Punya Nagari - Marathi as per the requirements of the Stock Exchanges and requisite information are filed with Stock Exchange(s) in compliance with the Listing Regulations. Additionally, the financial and other information are filed by the Company on electronic platforms of NSE and BSE.

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, Annual Report, quarterly / half-yearly / annual financial statements, Shareholding patterns, Stock Exchange filing along with applicable policies of the Company. Official press releases and presentations made to institutional investors or to the analysts, if any, are displayed on Company's website www.zeenews.india.com.

Management Discussion and Analysis Report forming part of this Annual Report is annexed separately.

SHAREHOLDERS' INFORMATION

1	**Date, Time and Venue of Shareholder's Meeting**	Meeting : Annual General Meeting Day & Date : Friday, 20th day of July 2018 Time : 11.00 a.m. Venue : The Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018
2	**Financial Year**	April 1, 2017 to March 31, 2018
3	**Registered office**	14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013, India Tel: +91-22-7106 1234 Fax: +91-22- 2300 2107 Website: www.zeenews.india.com
4	**Corporate Office**	Essel Studio, FC-09, Sector 16A, Noida 201 301, Uttar Pradesh, India Tel: 0120 251 1064 Fax: 0120 251 5381 /82

5	**Listing on Stock Exchanges**	BSE Limited (BSE) - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 The National Stock Exchange of India Limited (NSE) - Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400 051 The Company has paid requisite Listing Fees to the Stock Exchanges for FY 2017-18
6	**Stock Code**	BSE- 532794 NSE- ZEEMEDIA-EQ.
7	**ISIN No.**	INE966H01019
8	**Corporate Identity Number**	L92100MH1999PLC121506
9	**Registrar & Share Transfer Agent**	Link Intime India Private Limited C-101, 247, Park, L B S Marg, Vikhroli (West), Mumbai 400 083, India Tel: +91-22- 4918 6000 Fax: +91-22- 4918 6060 E-Mail: rnt.helpdesk@linkintime.co.in
10	**Investor Relation Officer**	Mr. Pushpal Sanghavi Tel: +91-22-7106 1234 Fax: +91-22-2300 2107 E-mail: complianceofficer@zeemedia.esselgroup.com

11. Transfer of Unclaimed Dividend / Shares

As per Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), Dividend for the Financial Year ended March 31, 2016, which remains unpaid or unclaimed, will become due to be transferred to the Investor Education and Protection Fund on completion of 7 (seven) years. Members who have not encashed their dividend warrant(s) issued by the Company for FY 2015-16 are requested to seek issue of duplicate warrant(s) by writing to the Registrar and Share Transfer Agent of the Company.

During the year under review the Company had pursuant to the IEPF Rules transferred 139,889 Unclaimed Equity Shares of ₹1 each to the beneficiary account of IEPF Authority. The Unclaimed Dividend and/or the Equity Shares transferred to IEPF can be claimed by the Shareholders from IEPF authority after following due process prescribed in IEPF Rules.

12. Change of Address

Members holding equity share(s) in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above.

13. Unclaimed Shares

Details in respect of Unclaimed Equity Shares lying in the suspense account, is as under:

Description	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2017	81	41,505
Number of shareholders who approached the Company for transfer of shares from Suspense account till March 31, 2018	1	13
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2018	1	13
Shares transferred to IEPF	44	13,830
Aggregate number of shareholders and the outstanding shares in the Suspense account lying as on March 31, 2018	**36**	**27,662**

The voting rights on the shares outstanding in the Suspense Account as on March 31, 2018 shall remain frozen till the rightful owner of such shares claims the shares.

14. Share Transfer System

Equity Shares sent for physical transfer or for dematerialization are generally registered and returned within a period of 7 days from the date of receipt of completed and validly executed documents.

15. Dematerialisation of Equity Shares & Liquidity

To facilitate trading of Equity Shares of the Company in dematerialised form the Company has made arrangements with both the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2018, 99.94% of the total issued and paid-up Equity Share capital of the company was held in Dematerialized form.

16. Shareholders' Correspondence

The Company has attended to all the investors' grievances/ queries/ information requests except for the cases where we are constrained because of some pending legal proceeding or court/statutory orders. The Company endeavours to reply all letters received from the shareholders within a period of 5 working days.

All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above. In case any shareholder is not satisfied with the response or does not get any response within reasonable period, they may approach the Investor Relation Officer at the registered office of the Company.

17. Outstanding Convertible Securities

The Company has not issued any Convertible Securities in the past and hence as on March 31, 2018, the Company does not have any outstanding convertible Securities.

18. Commodity Price risk or foreign exchange risk and hedging activities

Since the Company is engaged in broadcasting business, there are no risk associated with Commodity Price. Further the Company has not carried out any activity for hedging foreign exchange risk.

19. Share Capital Build-up

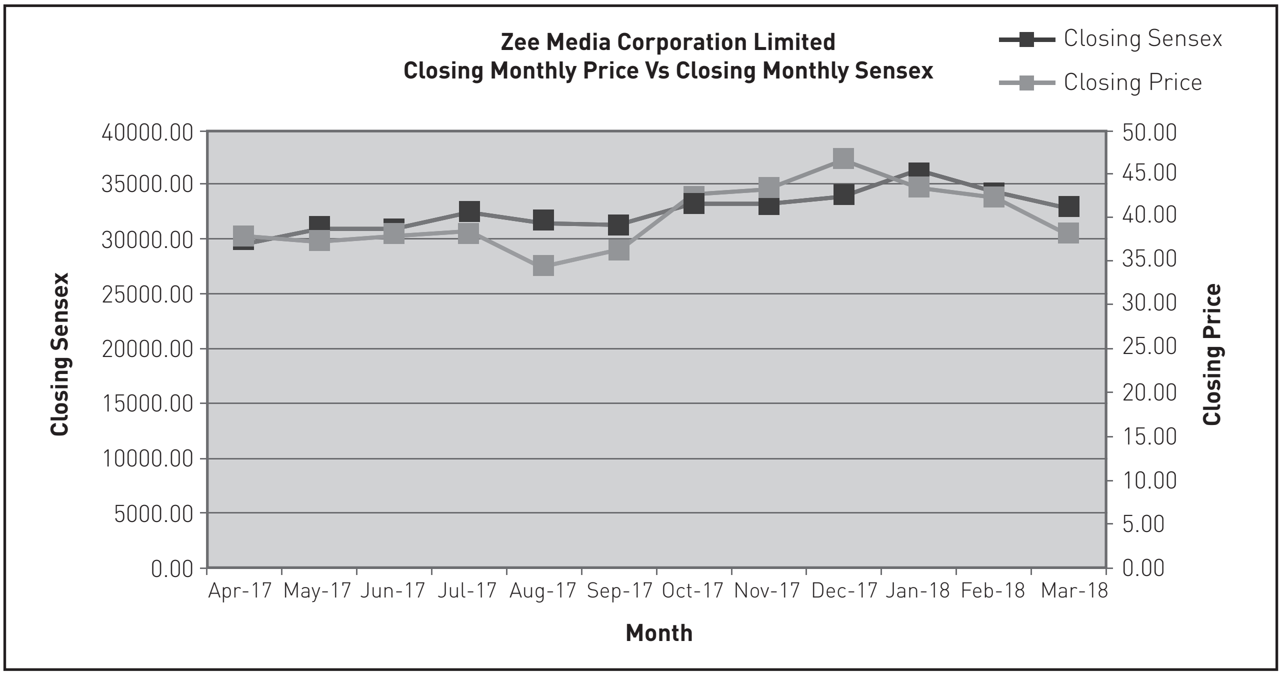
Particulars	No. of shares issued	Date of issue
Issued to Subscribers	70	28.08.99
Preferential Issue	1,000,000	26.11.99
Preferential Issue	8,749,930	13.09.05
Preferential Issue	850,000	28.09.05
Preferential Issue	5,250,000	28.09.05
Rights Issue	4,000,000	29.11.05
Cancellation of shareholding of Zee Entertainment Enterprises Limited pursuant to the Scheme	(6,574,920)	28.11.06
Sub-Division of Shares from ₹10 each to shares of ₹1 each	132,750,800	28.11.06
Reduction of Share Capital Pursuant to Scheme	(88,943,036)	28.11.06
Issued to shareholders of Zee Entertainment Enterprises Limited pursuant to Scheme of Arrangement	195,956,192	28.12.06
Issued to shareholders of Essel Publishers Private Limited pursuant to Scheme of Amalgamation	122,381,817	09.06.14
Rights issue of Equity Shares	108,643,732	18.04.15
Issued & paid up Capital as on March 31,2018	**470,789,505**	

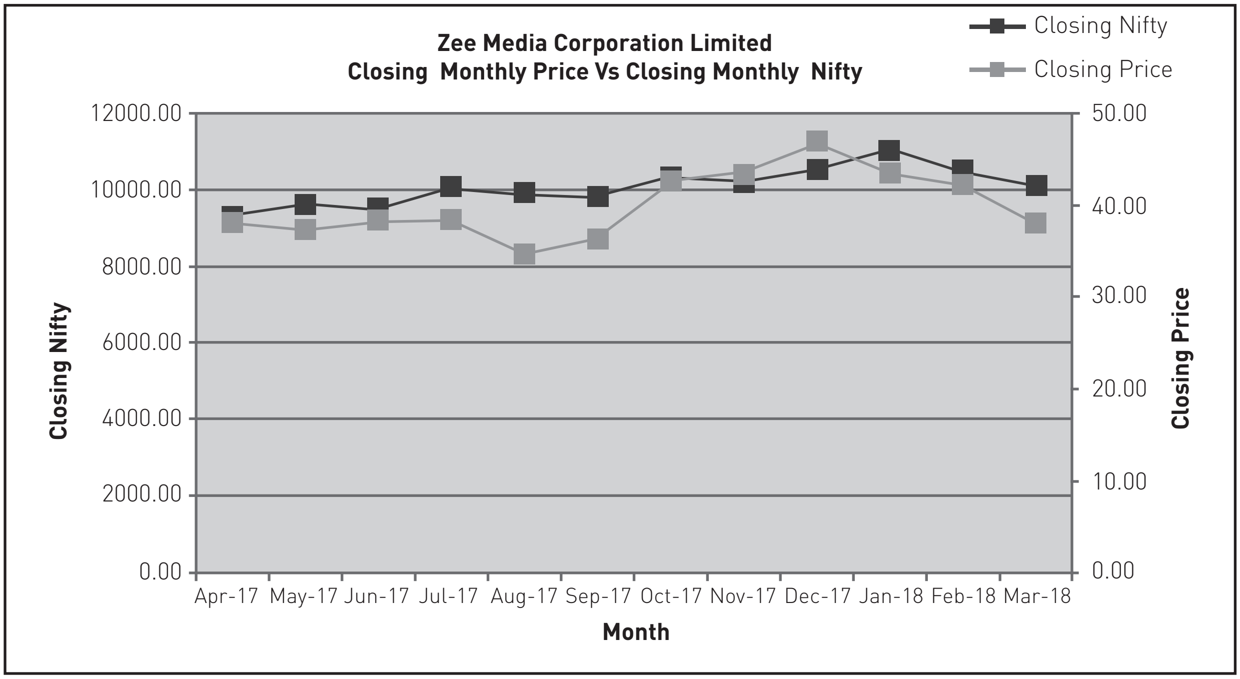
20. Stock Market data relating to Shares Listed in India

Monthly high and low quotations and volume of shares traded on BSE & NSE for financial year 2017-18 are:

	BSE			NSE		
Month	High (₹)	Low (₹)	Volume of Share Traded	High (₹)	Low (₹)	Volume of Shares Traded
April 2017	41.60	35.50	6,503,677	41.65	35.35	25,035,265
May 2017	39.60	35.50	2,356,422	39.70	35.45	10,895,592
June 2017	42.40	36.75	4,353,854	42.40	36.75	22,749,994
July 2017	40.30	37.00	2,098,706	40.30	37.10	13,048,955
August 2017	38.90	34.05	1,704,041	38.95	34.00	11,250,810
September 2017	37.95	34.80	2,361,897	38.00	34.55	14,530,983
October 2017	43.75	33.65	8,489,891	43.60	32.80	28,392,617
November 2017	45.00	41.05	3,661,554	45.05	41.00	19,511,533
December 2017	48.25	41.10	2,958,349	48.25	41.00	18,865,290
January 2018	50.15	41.85	5,172,573	49.90	41.95	27,969,942
February 2018	45.95	38.80	1,325,520	45.65	39.00	9,928,033
March 2018	44.70	37.65	1,331,653	44.80	37.55	9,714,328

21. Relative Performance of Zee Media Corporation Limited Shares Vs. BSE Sensex & Nifty Index





22. Distribution of Shareholding as on March 31, 2018

No. of Equity Shares	Shareholders		Shares	
	Number	% of Holders	Number	% of Shares
Up to 5000	96,717	96.55%	33,532,262	7.12%
5001 – 10000	1,805	1.80%	14,077,883	2.99%
10001-20000	1,026	1.02%	14,347,487	3.05%
20001-30000	249	0.25%	6,185,750	1.31%
30001-40000	112	0.11%	3,996,513	0.85%
40001-50000	81	0.09%	3,768,921	0.80%
50001-100000	101	0.10%	7,550,153	1.60%
100001 and Above	80	0.08%	387,330,536	82.28%
Total	**100,171**	**100.00%**	**470,789,505**	**100.00%**

23. Categories of Shareholders as on March 31, 2018

Category	% of shareholding	No. of shares held
Promoters	69.11%	325,365,074
Individuals/HUF	18.74%	88,220,554
Domestic/Government Companies & Clearing Members	2.73%	12,874,612
FIs, Mutual funds, Trust, Banks & Alternate Investment Funds	0.76%	3,591,979
FIIs, OCBs & NRIs	8.66%	40,737,286
Total	**100.00%**	**470,789,505**

24. Particulars of Shareholding

a) Promoter Shareholding as on March 31, 2018

Sr.	Name of Shareholder	No of Shares held	% of shareholding
1	25FPS Media Pvt Ltd	166,268,453	35.32%
2	Sprit Infrapower & Multiventures Pvt Ltd	260	0.00%
3	Arm Infra & Utilities Pvt Ltd	159,072,726	33.79%
4	Prime Publishing Pvt Ltd	23,635	0.00%
	Total	**325,365,074**	**69.11%**

b) Top Ten (10) Public Shareholding as on March 31, 2018

Sr.	Name of Shareholder	No of Shares held	% of shareholding
1	Acacia Partners, LP	8,034,130	1.71%
2	India Opportunities Growth Fund Ltd - Pinewood Strategy	6,820,000	1.45%
3	Acacia Institutional Partners, LP	5,186,610	1.10%
4	Dilipkumar Lakhi	43,51,030	0.92%
5	Viral Amal Parikh	4,344,000	0.92%
6	OHM Stock Broker Pvt Ltd	4,156,000	0.88%
7	Acacia Conservation Fund LP	3,603,600	0.77%
8	Chirag Dilipkumar Lakhi	2,698,543	0.57%
9	Acacia Banyan Partners	2,595,060	0.55%
10	EQ India Fund	2,000,000	0.42%
	Total	**43,788,973**	**9.29%**

Note: Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure

Auditor's Certificate on Corporate Governance

To
The Members of
Zee Media Corporation Limited

We have examined the compliance of conditions of Corporate Governance by **Zee Media Corporation Limited** ('the Company'), for the year ended 31 March 2018 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's 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 opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number: 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

Management Discussion and Analysis

The figures have been stated in ₹ millions (unless stated otherwise) in this MD&A for better readability. Investors are hereby informed that this discussion contains forward looking statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, acquisition plans, dependence on certain businesses, and dependence on availability of qualified and trained manpower and other factors. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

COMPANY OVERVIEW:

Zee Media Corporation Limited (ZMCL) (BSE Code: 532794, NSE Code: ZEEMEDIA), is India's leading News organization with interests in Global, National and Regional News channels, Digital News Publishing, and E-Commerce business. The Company was incorporated as Zee Sports Limited on August 27, 1999, and was later renamed as Zee News Limited with effect from May 27, 2004 and thereafter to Zee Media Corporation Limited with effect from July 6, 2013. The Company's Business portfolio comprises of News Media directly and through subsidiary Zee Akaash News Private Limited (currently 60%, balance equity stake proposed to be acquired in FY 2018-19) and E-Commerce Business through wholly owned subsidiary Ez-Mall Online Limited, which has been incorporated during the year.

News Media business of the Company includes broadcasting of following television channels by the Company and its subsidiary:

No.	Name of the Channel	Primary Coverage Region	Language
1	Zee News	National	Hindi
2	Zee Business	National	Hindi
3	Zee Hindustan	National	Hindi
4	WION	Global	English
5	Zee Salaam	Pan India	Urdu
6	Zee 24 Taas	Maharashtra	Marathi
7	24 Ghanta (through Zee Akaash News Private Limited)	West Bengal	Bengali
8	Zee Punjab Haryana Himachal	Punjab, Haryana, Himachal Pradesh and Jammu & Kashmir	Punjabi and Hindi
9	Zee Madhya Pradesh Chhattisgarh	Madhya Pradesh and Chhattisgarh	Hindi
10	Zee Rajasthan	Rajasthan	Hindi
11	Zee Kalinga News	Odisha	Odia
12	Zee Bihar Jharkhand	Bihar and Jharkhand	Hindi
13	Zee 24 Kalak	Gujarat	Gujarati
14	Zee Uttar Pradesh Uttarakhand	Uttar Pradesh and Uttarakhand	Hindi

The Scheme of Arrangement and Amalgamation inter alia for demerger of Print Media Undertaking of the Company into Diligent Media Corporation Limited (DMCL); merger of Mediavest India Private Limited and Pri-Media Services Private Limited into DMCL; and merger of Maurya TV Private Limited with the Company with effect from Appointed Date of 1 April, 2017, was approved by the Mumbai Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order passed on 8 June, 2017 and was made effective from 28 July, 2017. The financial effect of the aforesaid Scheme has been given in the financial results, and accordingly the results of discontinued operations have been disclosed separately under discontinued operations as required by the Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations" and Schedule III of the Companies Act, 2013; and standalone financials include the results of Maurya TV Private Limited with effect from the Appointed Date.

MEDIA & ENTERTAINMENT INDUSTRY

During the first half of 2017-18, while the Indian economy was still recovering from the effects of demonetization, it faced further challenges due to the short-term uncertainty caused by GST reforms. However, there was a recovery during the second half of the year and the long-term growth story of the country remained intact.

The Media & Entertainment sector, however, defied the odds. As per FICCI-EY Re-imagining India's M&E Sector report, Media and Entertainment industry grew at 12.6%, almost double of GDP growth, from ₹1,308 billion in CY 2016 to ₹1,473 billion in CY 2017. Television industry registered a growth of 11.2% to ₹660 billion in 2017 from ₹594 billion in 2016. The growth was driven by cricket, elections in several large states, growth of DD Freedish as medium of distribution and increasing penetration of regional channels. Broadcast advertisement revenues grew by 10.1% to ₹267 billion in 2017 from ₹243 billion in 2016. Broadcast subscription revenues witnessed a growth of 10% to ₹99 billion in 2017 from ₹90 billion in 2016.

News Segment

The news genre, where your company operates, continued to increase its share in the ad volumes, primarily driven by growth in Hindi and regional news. Events and activations are becoming a very important source of revenue generation for news channels.

BUSINESS OPERATIONS:

Broadcasting

In terms of newsgathering, the Company has one of the largest networks of news bureaus and correspondents with pan-India presence. The Company's newsgathering capabilities are significantly enhanced by its KU Band network and strong relationships with international news agencies. The Company is equipped with state-of-the-art technology in content creation, packaging and broadcasting.

Distribution

Your company is offering its channels as a part of Zee distribution bouquet of Zee Entertainment Enterprises Limited from FY 2016-17 onwards in order to achieve synergies and efficiencies in carriage cost and subscription revenue.

Up-linking of Channels

Your Company has an arrangement with Dish TV India Limited for up-linking of its channels through their teleport. Dish TV has the license for up-linking of TV channels from the competent Government authority.

Advertisement Sales

The Company has been availing Advertisement Sales Services from Zee Unimedia Limited (ZUL). The said arrangement is beneficial to the Company since ZUL, as Advertisement Sales agent for all Media entities of Essel Group, provides cluster / package of solutions to the Media buyers across genres and platforms which enables increased cumulative reach for the Media buyers and increased revenues for all Media entities of Essel Group including the Company.

Business Overview

During the year under review, your company's primary focus was on consolidating its existing offerings, while simultaneously expanding its regional portfolio. This resulted in Network's reach of 327 million viewers through television and more than 421 million consumers through digital mediums. (Source: BARC, All India NCCS 2+, Wk 1-13'2017 Reach; Google Analytics, Facebook, Twitter, 2017-18 Users).

Your Network continued to earn accolades for its exemplary news coverage and programming and received two awards at the 9th BCS Ratna Awards 2018 - Best Primetime News Show (DNA, Zee News) and Best Positive News Show (Aapki News, Zee News).

Zee News, the flagship channel, continued to engage viewers with differentiated content and enjoyed the "highest average time spent per viewer" in the Hindi news genre. The first of its kind "Fairplay Awards" exemplify the content uniqueness as they honored the special achievements and extraordinary feats by Indian women in the field of sports. The likes of Sania Mirza, Saina Nehwal, PV Sindhu, Anjali Bhagwat, Dipa Karmakar and many more graced the occasion and received the awards. It has also been the channel's endeavor to continuously enhance its election coverage. It provided an extensive overview and insights on the Gujarat elections through its "Game of Gujarat" special programming and culminated with a conclave. The channel also continued to broaden the horizon of Indian viewers, be it providing an inside view of the war-torn Syria or revealing the mass Hindu murders in Rakhine, Myanmar.

Zee Business, your network's national business channel, realized the historic importance of GST reform and ran a four-month long campaign "Mission GST – One Nation One Tax," to create awareness about the new system and highlighted its impact both on common man as well on the various sectors. The channel culminated the campaign with "GST Conclave," which highlighted the impact across various sectors through the opinions of union ministers, industry stalwarts and corporates. "Bull Run," the channel's unique marathon run property involving the finance fraternity, continues to gain popularity and this year witnessed participation from more than 10,000 people.

WION (World Is One News), India's 1st Global English News Channel, extended its footprint to South Asia (Sri Lanka, Bangladesh), Middle-East (Qatar, UAE), Africa and Australia. Making a creative impact during the 1st year of operation itself, the channel received both Gold and Silver awards in the PromaxBDA Awards 2018 "Best News / Current Affairs Promo" category (Gold – Democracy & Dictatorship; Silver – WION Fishermen).

The channel continued to provide exclusive on-ground coverage of significant world events including wars in Syria and Iraq, elections in Germany, BRICS summit in Xiamen, and London attacks. Global leaders chose to voice their opinions through WION's flagship property, "World Is One - Global Leadership Series." It had exclusive interactions with personalities, such as Dr. Abdullah Abdullah (Chief Executive, Afghanistan), Sher Bahadur Deuba (then Prime Minister, Nepal), Mohammed Rasheed (Former President, Maldives), et al. on issues impacting their respective countries as well as their relationships with India.

Zee Hindustan, your network's 2nd national Hindi News Channel, upheld the network's commitment to place importance on nation's health through "Swasth Hindustan Summit & Conclave," which discussed current state of health in India and the initiatives being taken by the Government to bring India at par with international standards.

24 Ghanta, your network's Bengali offering, has been rechristened as Zee 24 Ghanta to build on the network's brand strength. Dedicated to preserving the cultural heritage of West Bengal, the channel not only covered the biggest festival in the state, "Durga Puja," but also extensively covered the pandals of lesser known but very important festivals – "Shakti Aradhana (Kali Puja)" & "Jagadhatri Puja" - which are celebrated with a lot of fervor in Rest of West Bengal outside Kolkata. The channel's flagship initiative "Ananya Samman" entered its 10th year and continued to reward common people who overcame their own shortcomings or obstacles to bring about a positive change in the society.

Zee 24 Taas, the Marathi offering of your network, continued to engage viewers during the festive season through the annual Mangalagaur dance competition "Chala Kheluya Mangalagaur" during the Shravan Fest and "Eco Ganpati Contest" during Ganesh Chaturthi celebrations. It continued to provide a platform to citizens to highlight their issues and to interact with government authorities through "Aapla Shahar Aapla Awaaz" sessions across Maharashtra. Zee 24 Taas, for the 10th consecutive year, the channel honored the unsung heroes from various fields of Maharashtra through its flagship "Ananya Sanman" initiative.

Zee Punjab Haryana Himachal established No. 1 position* in the Punjab, Haryana, Himachal Pradesh, and Jammu & Kashmir on the back of enviable and unparalleled viewer stickiness. The channel organized a State Summit titled "Punjab... The New Roadmap" to provide a vibrant platform to mobilize opinions and suggestions on future planning for the state, along with the newly elected government. Continuing with its tradition of recognizing the contribution of citizens across different fields doing exemplary work, Zee PHH organized several awards including "Pride of PHH" (multiple fields) and "Women's Pride" (women). (*Source: BARC, NCCS 15+, Punjab Haryana Himachal Pradesh Market, Week 14'2017–Week 13'2018, Average Weekly Share based on Impressions)

Zee Madhya Pradesh Chhattisgarh, continues to retain the pole position* and achieved the milestone of being the leader for more than 100 weeks. During the year, Zee MPCG focused on the twin issues of education and healthcare and as a part of this focus, the channel organized "MP State Summit" to discuss the state of education followed by "Education Excellence Awards". The channel initiated discussions on health sector's development through "Chhattisgarh Health Summit" where it also accorded "Swasthya Ratna Samman" to people working towards improvements in sector. (*Source: BARC, NCCS 15+, Madhya Pradesh Chhattisgarh Market, Week 14'2017–Week 13'2018, Average Weekly Share based on Impressions)

Zee Rajasthan, your network's offering for viewers across Rajasthan, provided a platform to communicate the government' schemes to the masses through "Rising New India Conclave" with Manoj Sinha, Minister of Communication (independent charge) and Minister of State for Railways as Chief Guest.

Zee Bihar Jharkhand, your network's offering for Bihar and Jharkhand, continued to touch the heart of the region and retained its No. 1 position*. The channel dedicated an entertainment night to the armed and para military forces through "Ek Shaam Jawano Ke Naam," which involved several memorable performances by the army personnel. Through "Bihar Conclave," the channel provided the state government with a platform to discuss the roadmap for development of Bihar. (*Source: BARC, NCCS 15+, Bihar Jharkhand Market, Week 14'2017–Week 13'2018, Average Weekly Share based on Impressions).

Zee Kalinga News, the offering for Odisha market, reached over 10.8 million viewers* with its incisive content. (*Source: BARC, NCCS 2+, All India, 24hrs, 1st Jan - 31st Mar 2018 Coverage)

Zee 24 Kalak, your network's newly launched news channel for Gujarati audience, recognized the value of entrepreneurship in the state and further promoted it through "Young Gujarat Pragatisheel Gujarat" where special "Zee Sanman" was given to new as well as well-known entrepreneurs of Gujarat.

Zee Salaam, which has been launched this year, is the new offering for Urdu audience. The channel made an instant impact and led the genre with 36.4% market share*. (*Source: BARC, NCCS 15+, All India, Week 1–Week 13'2018, Average Weekly Share based on Impressions)

Zee Uttar Pradesh Uttarakhand, your network's latest offering for the Hindi heartland, is already providing tough competition to the competitors with high content stickiness and is expected to strengthen its viewership from here on.

Zeenews.com, your network's flagship digital property, witnessed regional expansion through the launch of Malayalam, Tamil, Telugu, Kannada, and Gujarati websites within its fold. The new launches, along with strengthening of existing portfolio of English, Hindi, Marathi, and Bengali websites, led to year on year increase of 59% in visitors, and 106% in page views. The website attracted over 360 million visitors with 2.4 billion page views in FY 2017-18 compared to

160 million visitors and 752 million page views in the previous year. The regional arms of the website put up a phenomenal performance with visitors on Hindi, Bengali and Marathi websites growing by 122%, 36% and 20%, respectively and page views growing by 151%, 143% and 92%, respectively. (Source: Google Analytics).

Zeebiz.com, your network's business news offering, registered 13 million visitors and 30 million page views. Wionews.com, out Global English news platform, witnessed 4.5 million users and 16 million page views. Your network's social media pages complement the broadcast channels and consistently interact with viewers, making them the most engaging social media pages in the industry.

Business Strategy

During the year under review, your network set itself towards unlocking the potential of its existing portfolio as well as to fill in the gaps in the bouquet.

Zee News's conversion from Pay to Free to Air platform not only extended the channel's reach to every relevant corner of the country, but also provided it with the liberty to dish out innovative programming and to fully unleash the creative potential. The result was apparent in the viewership as well as revenues as the channel witnessed an unparalleled growth.

Similarly, dedicated managerial focus, engaging content and focus on local coverage led to deeper penetration of regional channels in viewers' as well as advertisers' mind space. Furthermore, the launch of three new channels – Zee Salaam, Zee 24 Kalak and Zee Uttar Pradesh Uttarakhand completed your network's portfolio in the western and eastern region, covering entire India.

WION is expanding its global footprints both in newsgathering as well as distribution and is on its way to become the global voice for every Indian residing anywhere in the world.

Zeenews.com, your network's flagship digital property, is being established as a multi-lingual news platform and therefore 5 new language sites (Malayalam, Telugu, Tamil, Kannada, and Gujarati) were added within its fold to add to the existing Hindi. The multilingual digital platform shall offer an effective and efficient means to cater to the south market with the enriching content of Zee News. The newly launched Zeebiz.com and Wionews.com are also carving out a niche for themselves.

To further strengthen your network's collaborative relationships, the network brought together the newsrooms of all 14 television news channels and digital properties to create India's largest Integrated Multimedia Newsroom (IMN). The IMN is bringing together the newsgathering resources for optimum utilization and will create a huge future ready content pipeline. The digitization of network's archives means Zee Media is now sitting on a content repository, which with proper utilization, will make it the foremost news content provider in India.

Your network expanded into TV commerce and e-commerce through the launch of its subsidiary Ez-Mall Online Limited, which is targeting to provide an easy and enhanced shopping experience to the next 100 million internet users beyond Tier I cities through its video-based product content and voice assisted purchasing operations.

Internal Control Systems

The Company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation. The Company has a well-defined system of management reporting and periodic review of businesses to ensure timely decision-making. It has an internal audit team further strengthening the internal audit platform with professionally qualified financial personnel, which conducts periodic audits of all businesses to maintain a proper system of checks and control.

The management information system (MIS) forms an integral part of the Company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the Board on quarterly basis. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the Capital Budget.

Human Resources

The Company seeks respects and values the diverse qualities and backgrounds that its people bring to it and is committed to utilizing the richness of knowledge, ideas and experience that this diversity provides. The work environment is stimulating and development of core competencies through formal training, job rotation and hands on training is an ongoing activity. The Company's Employee strength as on March 31, 2018 was 1,816 in comparison to 1,509 as on March 31, 2017. Increase in employee strength can be attributed to the launch of new channels. Out of the total employee strength, about 60% is below the age of 35 years representing strong connect with the ethos of the youth.

RISK FACTORS:

The Company operates in a highly competitive industry:

With more and more players entering the News Broadcasting industry, competition is ever increasing. Moreover, technological changes have spawned new distribution platforms inviting competition from newer players. The introduction of alternative rating system by BARC, which includes rural population and larger sample size, has changed the viewership benchmarking in the industry which might affect company's competitive standing. To maintain its competitive edge in such a scenario, the Company will need to anticipate viewer preferences to create, acquire, commission, and produce compelling content across platforms favoured by the consumers.

The Company operates in a highly regulated industry and any new regulations will lead to substantial effect on the business model:

The regimes that affect your Company's business include broadcasting, cable, advertisement, telecommunications, intellectual property, consumer and competition (anti-trust) laws and regulations. Changes in regulations relating to the industry or a related industry could have an adverse effect on the Company's business and results of operation. TRAI has mandated 10+2 inventory norms (10 minutes of advertisement and 2 minutes of internal promotions in an hour) for the television industry. The implementation is currently on hold in the News segment as the News Broadcasters Association (of which your company is a member) has challenged the norms and the matter is currently under the consideration of Honorable Delhi High Court. If implemented, there is likely to be a reduction of advertising revenues as company's efforts for rate increase to compensate for lower inventory may not be accepted by the clients.

The Company's new launches and diversification initiatives might take longer than expected to break even:

The Company may from time to time launch new channels to further enhance its presence in the news genre market. The success of any new channel depends on various factors, including the quality of content, price, extent of marketing, competition etc. There can be no assurance that the Company will be as successful in launching new channels as it has been the case of its existing channels. The Company is venturing into new businesses to diversify its revenues and may not be able to achieve as much success as in the case of existing businesses.

Primary source of revenue is advertisements, which may decline due to a variety of factors:

The implementation of Digital Access System (DAS) has not provided expected benefits and has not met the deadlines, which could result in a loss of viewership and hence of advertising and subscription revenues. If the Company's programming is unable to sustain high levels of viewership rating, the consequent decline in advertising revenues will manifest itself as a significant dip in aggregate revenues.

The Company relies on skilled manpower and may not be able to hire or retain important personnel:

The company operates in a manpower intensive industry and may be adversely affected if it loses the services of any of its senior management and other skilled personnel and fails to find equally skilled replacements. Moreover, the chief editors and news presenters/anchors of the Company have developed significant reputation and viewer following. The Company's inability to retain them may affect the viewership of its channels.

The Company relies on intellectual property and proprietary rights which may not be adequately protected under current laws:

The Company relies on trademark, copyright and other intellectual property laws to establish and protect its rights in these products. There can be no assurance that the Company's rights will not be challenged, invalidated or circumvented or that the Company will successfully renew its rights or licenses.

The business involves risks of liability for news content and related risks, which could result in significant costs:

The Company relies on editors, reporters and freelance journalists/ stringers as well as news wires and agencies for news and other content for the news channels of the Company. While we have established systems and protocols to ensure authenticity of reports, any failure by them to follow these systems and protocols may lead to the broadcasting, posting or publishing of defamatory content or result in inaccurate reporting thereby exposing us and our employees to litigation for libel or defamation charges.

FINANCIALS AND FINANCIAL POSITION

Standalone and Consolidated Financials as on March 31, 2018:

The table below presents Standalone and Consolidated Financials for the Current and Previous Financial Years.

₹ million

Profit and Loss account for the year ended	Standalone		Consolidated	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
Revenues				
Revenue from operations	5,101.77	3,980.48	5,780.16	4,498.32
Other income	138.25	151.59	93.84	166.31
Total Revenues	**5,240.02**	**4,132.07**	**5,874.00**	**4,664.63**
Expenses				
Operational cost	858.16	709.29	1,098.16	783.74
Employee benefits expense	1,180.33	869.60	1,375.71	963.69
Other expenses	2,037.90	1,544.54	2,264.91	1,751.90
Total Expenses	**4,076.39**	**3,123.43**	**4,738.78**	**3,499.33**
Operating Profit	**1,163.63**	**1,008.64**	**1,135.22**	**1,165.30**
Finance costs	174.27	147.90	175.87	149.88
Depreciation and amortization expense	400.92	262.65	410.31	274.87
Profit before exceptional items and tax	**588.44**	**598.09**	**549.04**	**740.55**
Add : Share of profit / (loss) of associates	-	-	(45.81)	(29.87)
Less : Exceptional Items	-	-	-	-
Profit before tax	**588.44**	**598.09**	**503.23**	**710.68**
Less: Tax expense	182.19	178.80	224.85	228.70
Profit after tax from continuing operations	**406.25**	**419.29**	**278.38**	**481.98**
Add: Profit / (loss) from discontinued operations after tax	-	(36.14)	-	(642.57)
Profit after tax before minority interest	**406.25**	**383.15**	**278.38**	**(160.59)**
Less : Non-controlling interest	-	-	80.69	36.37
Profit after tax	**406.25**	**383.15**	**197.69**	**(196.96)**

₹ million

Balance Sheet as at	Standalone		Consolidated	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
Assets				
Non-current assets				
Property, plant and equipment	1,652.14	1,102.64	1,890.17	1,142.59
Capital work-in-progress	34.29	216.14	46.93	217.75
Investment property under development	35.06	29.29	35.06	29.29
Goodwill	-	-	-	30.85
Other intangible assets	375.81	319.07	392.14	321.40
Intangible assets under development	25.41	10.10	26.91	10.10
Investment in associates	-	-	467.61	443.76
Financial assets				
Investments	5,486.86	5,219.36	4,662.66	4,662.66
Other financial assets	53.01	47.82	53.03	47.85
Non-current tax assets (net)	29.78	95.35	32.01	107.55
Deferred tax assets (net)	160.55	108.06	248.91	133.66
Other non-current assets	162.83	162.93	173.00	162.99
	8,015.74	**7,310.76**	**8,028.43**	**7,310.45**

₹ million

Balance Sheet as at	Standalone		Consolidated	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
Current assets				
Inventories	-	0.30	-	0.41
Financial assets				
Trade receivables	1,595.67	1,270.18	1,777.83	1,405.93
Cash and cash equivalents	42.44	349.32	107.34	448.55
Other bank balances	0.29	0.30	0.29	85.30
Loans	-	-	20.00	-
Other financial assets	32.47	8.41	69.28	55.12
Other current assets	336.46	297.91	404.29	306.60
	2,007.33	**1,926.42**	**2,379.03**	**2,301.91**
Assets classified as discontinued operations	**-**	**113.52**	**-**	**2,263.48**
Total	**10,023.07**	**9,350.70**	**10,407.46**	**11,875.84**
Equity and Liabilities				
Equity				
Equity share capital	470.79	470.79	470.79	470.79
Other equity	6,308.98	5,952.79	6,250.58	4,686.20
Non-controlling interests	-	-	208.02	175.47
Total equity	**6,779.77**	**6,423.58**	**6,929.39**	**5,332.46**
Non-current liabilities				
Financial liabilities				
Borrowings	628.03	479.47	628.03	479.47
Other financial liabilities	101.86	90.00	101.86	90.00
Provisions	160.83	143.24	186.05	162.31
Other non-current liabilities	15.02	27.01	15.02	26.99
	905.74	**739.72**	**930.96**	**758.77**
Current liabilities				
Financial liabilities				
Borrowings	606.31	431.16	606.31	431.16
Trade payables	425.78	365.34	478.90	288.21
Other financial liabilities	1,007.17	996.15	1,115.20	1,048.11
Other current liabilities	250.34	256.88	275.89	272.42
Provisions	45.59	37.64	49.05	40.83
Current tax liabilities (net)	2.37	32.74	21.76	38.75
	2,337.56	**2,119.91**	**2,547.11**	**2,119.48**
Liabilities classified as discontinued operations	**-**	**67.49**	**-**	**3,665.13**
Total	**10,023.07**	**9,350.70**	**10,407.46**	**11,875.84**

RESULTS OF OPERATIONS

We are pleased to present the detailed analysis of Consolidated Financials of the Company for the year ended 31 March, 2018 vis-à-vis 31 March, 2017.

The financial effect of the Scheme of Arrangement and Amalgamation has been given in the financial results, and accordingly:

a) The results of discontinued operations have been disclosed separately under discontinued operations as required by the Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations" and Schedule III of the Companies Act, 2013;

b) Standalone financials include the results of Maurya TV Private Limited with effect from the Appointed Date of 1 April, 2017; and

c) Consolidated financials include results of the Company's wholly owned subsidiary Ez-Mall Online Limited, 60% subsidiary Zee Akaash News Private Limited and Company's share of Profit/Loss in Associate entities with 49% shareholding each in Today Merchandise Private Limited and Today Retail Network Private Limited.

TV business consists of one Global channel, three national Hindi channels, one national Urdu channel and nine regional news channels, including 24 Ghanta housed in Zee Akaash News Private Limited (current extent of holding 60%; ZMCL is in the process of acquiring the balance stake of 40% in FY 2018-19 and make it a wholly owned subsidiary of ZMCL).

Zee Media launched three new channels viz. one Urdu national (Zee Salaam) and two regional channels (a Gujarati channel named Zee 24 Kalak and a Hindi channel named Zee Uttar

Pradesh Uttarakhand) during the current year. While Zee Salaam shall carry news and other content in Urdu language, Zee 24 Kalak and Zee Uttar Pradesh Uttarakhand shall focus towards catering to the regional markets of Gujarat and Uttar Pradesh/Uttarakhand respectively. It is a critical move from the perspective of Zee Media as with launch of these channels, Zee Media now enjoys presence across India. Moreover, this complete bouquet of channels shall offer a seamless experience to empower, educate and energize our discerning viewers.

Additionally, the company transformed one of its earlier existing channel "24X7" into Zee Hindustan, a Hindi national news channel to complement Zee News in the said genre and work on the principle of "States Make the Nation".

Shopping business is mainly housed in a 100% subsidiary "Ez-Mall Online Limited", which is engaged in the business of TV Commerce as well as E-Commerce (through website ezmall.com). EZMall, crossing the boundaries of Internet, shall reach out to a customer base of 50 million households through various media – DTH, Cable TV, Internet etc. – to share the treasure of curated products, backed by a prompt and reliable delivery service continuously monitored for quality and a strong customer care. The shopping business commenced its channel operations in October 2017. This business aim to enhance the shopping experience by helping shoppers discover the latest products and trends through our product videos and our expert tips. The shopping business shall be able to leverage in the form of benefits of integration with Zee Media as it gets technical and other operational support out of the existing inbuilt capacities of Zee Media that shall help the shopping business enjoy efficient cost structures while letting the shopping business focus more on scalability at favorable gross profit margins and creation of value for Zee Media for its investments in the shopping business.

Additionally, the Company holds 49% stake in Today Merchandise Private Limited and Today Retail Network Private Limited that was acquired in FY 2016-17. These companies provide content to Ez-Mall Online Limited and augment the E-Commerce business.

Pursuant to the above launches and other business developments, the current year's figures are not comparable to the corresponding previous year's figures.

The Consolidated Financial Statements have been prepared after knocking off the effect of common services among the Companies.

Revenue from Operations

Revenue from TV Broadcasting business operations mainly includes Advertisement Income, Subscription Income and Sale of Programs and Content.

During FY18, the company took up an extensive exercise towards redefining the content strategy for some of the channels (both national and regional) as well as a detailed assessment of effective reach of all its channels to optimize the overall reach, that translated into noticeable improvement in the performance of these channels as well as improvement in their respective market shares. This resulted in company recording an overall growth of 28% in its operating revenue which is much higher than the average revenue growth rate of the Hindi news genre during the same period. The increase in advertisement revenues was a remarkable 29%, and the Company could manage to maintain its subscription revenue as well, despite the flagship channel being completely free-to-air in the current fiscal.

The strength of the network emerged from the fact that the increase in revenue was not contributed by one or two channels but both the national as well as the regional channels contributed to the overall growth leading to a phenomenal performance during the year. However, Subscription Revenue and Revenue from Sales of Programs observed a minor reduction during the year.

Other Income

Other Income has reduced 58% due to reduction in interest income on account of lower funds parked in deposits, besides lower amount of write-backs of provisions vis-à-vis previous year.

Operational Cost

Operational Cost has increased by ₹314.42 million, from ₹783.74 million in FY17 to ₹1098.16 million in FY18, an increase of 40%. The increase is on account of three new channels launched during the year viz. Zee Salaam, Zee 24 Kalak and Zee Uttar Pradesh Uttarakhand, besides the launch of operations of Ez-Mall Online Limited, which had operational cost of ₹183.47 million in FY18.

Employee Benefits Expense

Personnel cost has increased by 43% or ₹412.01 million from ₹963.69 million in FY17 to ₹1,375.71 million in FY18. The increase is mainly due to scaling up of operations of WION, the English channel that was launched in end December 2016 as well as launch of three new channels during FY18, besides the cost of Ez-Mall. However, the group shall continue to work towards resource optimization measures across the business that can offer strength to the core operations while maintaining the cost and achieving better returns for the stakeholders.

Finance cost

Finance cost has increased by ₹25.99 million due to increase in borrowings.

Depreciation

Depreciation has increased by 49% due to major additions in tangible and intangible fixed assets due to launch of new channels, as well as towards technological upgradations on certain channel platforms.

Other Expenses

Other expenses which include all Administrative, Selling and Distribution expenses, have increased by approximately 29% or ₹513.01 million, from ₹1,751.90 million in FY17 to ₹2,264.91 million in FY18. The increase is primarily due to advertisement and publicity expenses incurred for the launch of new channels as well as towards campaigns for existing channels during the year. Further, it includes the impact of incremental sales commission paid towards higher turnover achieved during the year over the previous year.

Tax Expense is in line with the rates of taxes as per relevant provisions of Income Tax Act.

FINANCIAL POSITION

ASSETS:

NON-CURRENT ASSETS

Property, plant and equipment has increased by ₹747.58 million, primarily due to capital expenditure incurred towards launch of new channels as well as towards technological upgradations of certain platforms, the same being relevant to operational efficiencies and to remain in line with technological advancements.

Capital work-in-progress has reduced by ₹170.82 million, with the change in classification of the assets to fully capitalized state.

Investment in property under development of ₹35.06 million represents the Company's investment in Properties which are under development / pending capitalization.

Other intangible assets have increased by ₹70.74 million, major driver being the capitalization of intangible assets for new channels and Ez-Mall.

Intangible assets under development - the television channel under development of ₹10.10 million in FY17 has been capitalized in current financial year. The closing value of ₹26.91 million reflects new initiatives in the digital domain.

Investment in associates of ₹467.61 million is comprised of investment in two entities engaged in E-commerce business (Today Merchandise Private Limited and Today Retail Network Private Limited), in which the Company has 49% equity stake.

Financial assets

(i) **Non-current Investments** includes the Company's investment in Certificate of Deposit of ₹300.00 million, besides ₹4,362.66 million invested in 6% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of Diligent Media Corporation Limited during the previous year.

(ii) **Other Non-current** financial assets have increased marginally by ₹5.18 million due to increase in deposits given for operations.

Non-current tax assets have reduced considerably due to the refunds received.

Non-current Deferred tax assets have increased by ₹115.25 million.

Other non current assets have increased marginally by ₹10.01 million, upon receipt of equipment from vendors to whom advances had been given in previous year.

CURRENT ASSETS

Inventories of tapes have been completely expensed off in the current year, in line with technological advancements.

Financial assets

(i) **Current Investments** - The Company's investment of ₹60.90 million in Akash Bangla Private Limited, which had been fully impaired in earlier years, is being disposed off and hence reclassified as current investment.

(ii) **Trade receivables** have surged by ₹371.90 million or 26%, on account of increasing scale of operations and rise in revenue during the year.

(iii) **Cash and cash equivalents** and **Bank Balances** have reduced by almost ₹426.22 million, primarily due to liquidation of the fixed deposits for requisite business purposes, payments towards capital expenditure done during the year.

(iv) **Loan** of ₹20.00 million have been given during the year for business purpose.

(v) **Other financial assets** have increased by 26%, from ₹55.12 million in FY16 to ₹69.28 million in FY18.

Other current assets which include income tax assets have increased by 32% due to increase in advances including indirect taxes given for operations.

EQUITY & LIABILITIES:

Total equity for the year (including non-controlling interest) has increased from ₹5,332.46 million in FY17 to ₹6,929.39 million in FY18, reflecting changes in other equity - which is a result of operations for the current financial year. This also includes increase in reserves by ₹1,370.80 million, consequent to the demerger of loss making print media undertaking, pursuant to the Scheme of Amalgamation and Arrangement.

NON-CURRENT LIABILITIES

Non-current Borrowings have increased by ₹148.56 million, increased on account of scaling up of operations consequent to the launch of new channels.

Other Non-current financial liabilities have increased marginally by ₹11.86 million.

Non-current Provisions have increased by ₹23.74 million or 15%, which is due to increase in provision for employee benefits, in line with actuarial valuation.

Other non current liabilities have reduced by ₹11.97 million.

CURRENT LIABILITIES

Current Borrowings have increased by ₹175.15 million, due to availment of higher cash credit facilities for working capital management owing to increased scale of operations during the year.

Trade payables have increased by ₹190.69 million, which is a normal increase considering expansion activities undertaken during the year.

Other current financial liabilities have increased by ₹67.09 million primarily on account of liabilities accrued for the purpose for operations, the increase being attributable to the new launches.

Other current liabilities have increased nominally by ₹3.48 million.

Provisions have increased by ₹8.22 million, which is due to increase in provision for employee benefits.

Current tax liabilities (net) have reduced by ₹16.99 million.

Certification on Financial Statements of the Company

We, Rajiv Singh, Executive Director & COO and Sumit Kapoor, Chief Financial Officer of Zee Media Corporation Limited ('the Company'), certify that:

a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2018 and that to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and

   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.

b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2018 are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept 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 have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

d) During the year:

   i) there has not been any significant change in internal control over financial reporting;

   ii) there have not been any significant changes in accounting policies; and

   iii) there have been no instances of significant fraud of which we are aware that involve management or an employee having significant role in the Company's internal control system over financial reporting.

Sumit Kapoor
Chief Financial Officer

Place: Mumbai
Date: May 16, 2018

Rajiv Singh
Executive Director & COO

Independent Auditor's Report

To
The Members of
Zee Media Corporation Limited

1. Report on the standalone financial statements

We have audited the accompanying standalone financial statements of **Zee Media Corporation Limited** ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

2. 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's responsibility

Our responsibility is to express an opinion on these standalone 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 of the standalone financial statements 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone 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.

4. 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 31 March 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

5. Other Matters

a) The comparative financial information of the Company for the year ended 31 March 2017 included in these standalone financial statements have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated 24 May 2017 expressed an unmodified opinion.

b) The comparative financial information for the year ended 31 March 2017 have been restated to comply with the Indian Accounting Standards and Schedule III of the Act, with respect to the Scheme of Arrangement and Amalgamation between the Company and its subsidiaries viz. Diligent Media Corporation Limited, Mediavest India Private Limited, Pri-Media Services Private Limited and Maurya TV Private Limited, as explained in Note 38 of the standalone financial statements. The financial information of the said subsidiaries for the year ended 31 March 2017 prepared in accordance with Indian Accounting Standards were audited by the respective entity's statutory auditors.

The adjustments made to the previously issued financial information of the Company for the year ended 31 March 2017, with respect to the above mentioned Scheme of Arrangement and Amalgamation, have been audited by us.

Our opinion on the standalone financial statements above, and our Report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters.

6. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.

II. As required by Section143(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 (including other comprehensive income), the statement of cash flows and the statement of changes in equity 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 Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) On the basis of written representations received from the directors of the Company and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and

iii. There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number: 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 6(I) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Zee Media Corporation Limited on the standalone financial statements for the year ended 31 March 2018

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All the fixed assets of the Company, except Integrated Receiver Decoders (IRD) boxes lying with third parties, have been physically verified by the management during the year. As informed to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except four immovable properties having gross block value of Rs 43.03 million and written down value of Rs 42.60 million and one immovable property, received pursuant to the Scheme of Arrangement and Amalgamation [Refer note 38(a)], having gross block value of Rs 25.24 million and written down value of Rs 22.56 million, which are yet to be transferred in the name of the Company.

ii. The Company does not have any inventory and accordingly the requirements of Clause (ii) of the Order are not applicable.

iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of guarantees given and investments made by it.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act.

vi. We have broadly reviewed the cost records maintained by the Company prescribed by the Central Government under Section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of such records with a view to determine whether they are accurate or complete.

vii. According to the records of the Company examined by us and information and explanations given to us:

a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except delay in few cases. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2018 for a period of more than six months from the date they became payable.

b) There are no dues of sales tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute. The disputed dues of income tax which have not been deposited are as under:

Name of the Statute	Nature of the dues	Rs. In million	Period to which the amount relate	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	8.51	FY 2006-2007 and FY 2013-2014	Commissioner of Income Tax (Appeals)

viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions or banks. The Company has not taken any loans from government and has not issued any debentures during the year.

ix. In our opinion and according to the information and explanations given to us, the unutilized portion of moneys raised by way of rights issue of Rs. 89.42 million, which was temporarily parked in fixed deposits with banks as at 31 March 2017, has been fully utilized during the year for the purpose for which it was raised. The Company has not raised any money by way of debt instruments through initial public offer or further public offer and moneys raised by way of term loans during the year have been applied for the purposes for which they were raised.

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

xi. According to the records of the Company examined by us, and information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

xiv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number: 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 6(II)(f) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Zee Media Corporation Limited on the standalone financial statements for the year ended 31 March 2018

We have audited the internal financial controls over financial reporting of **Zee Media Corporation Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on "Audit of Internal Financial Controls over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number: 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

Balance Sheet as at 31 March 2018

₹ million

	Note	31-Mar-18	31-Mar-17 (Restated, refer note 38)
ASSETS			
Non-current assets			
(a) Property, plant and equipment	5	1,652.14	1,102.64
(b) Capital work-in-progress	5	34.29	216.14
(c) Investment property under development	6	35.06	29.29
(d) Intangible assets	7	375.81	319.07
(e) Intangible assets under development	7	25.41	10.10
(f) Financial assets			
(i) Investments	8	5,486.86	5,219.36
(ii) Other financial assets	9	53.01	47.82
(g) Non-current tax assets (net)	10	29.78	95.35
(h) Deferred tax assets (net)	29 (c)	160.55	108.06
(i) Other non-current assets	11	162.83	162.93
Total non-current assets		**8,015.74**	**7,310.76**
Current assets			
(a) Inventories	12	-	0.30
(b) Financial assets			
(i) Investments	13	-	-
(ii) Trade receivables	14	1,595.67	1,270.18
(iii) Cash and cash equivalents	15 (a)	42.44	349.32
(iv) Bank balances other than cash and cash equivalents	15 (b)	0.29	0.30
(v) Other financial assets	9	32.47	8.41
(c) Other current assets	11	336.46	297.91
Total current assets		**2,007.33**	**1,926.42**
Assets classified as discontinued operations	38 (b)	**-**	**113.52**
Total assets		**10,023.07**	**9,350.70**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	16 (a)	470.79	470.79
(b) Other equity	16 (b)	6,308.98	5,952.79
Total equity		**6,779.77**	**6,423.58**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	628.03	479.47
(ii) Other financial liabilities	18	101.86	90.00
(b) Provisions	19 (a)	160.83	143.24
(c) Other non-current liabilities	20	15.02	27.01
Total non-current liabilities		**905.74**	**739.72**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	606.31	431.16
(ii) Trade payables	21	425.78	365.34
(iii) Other financial liabilities	18	1,007.17	996.15
(b) Other current liabilities	20	250.34	256.88
(c) Provisions	19 (a)	45.59	37.64
(d) Current tax liabilities (net)	19 (b)	2.37	32.74
Total current liabilities		**2,337.56**	**2,119.91**
Liabilities classified as discontinued operations	38 (b)	**-**	**67.49**
Total equity and liabilities		**10,023.07**	**9,350.70**
Notes forming part of the financial statements	1 - 50		

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Statement of Profit and Loss for the year ended 31 March 2018

₹ million

	Note	31-Mar-18	31-Mar-17 (Restated, refer note 38)
Continuing operations			
Revenue			
Revenue from operations	22	5,101.77	3,980.48
Other income	23	138.25	151.59
Total		**5,240.02**	**4,132.07**
Expenses			
Operational cost	24	858.16	709.29
Employee benefits expense	25	1,180.33	869.60
Finance costs	26	174.27	147.90
Depreciation and amortization expense	27	400.92	262.65
Other expenses	28	2,037.90	1,544.54
Total		**4,651.58**	**3,533.98**
Profit before tax from continuing operations		**588.44**	**598.09**
Less: Tax expense	29		
Current tax		232.52	168.83
Deferred tax charge / (credit)		(50.33)	9.97
Total tax expense		**182.19**	**178.80**
Profit after tax from continuing operations (A)		**406.25**	**419.29**
Discontinued operations	38 (c)		
Profit / (loss) before tax from discontinued operations		-	(54.79)
Tax expense / (credit) of discontinued operations		-	(18.65)
Profit / (loss) after tax from discontinued operations (B)		**-**	**(36.14)**
Profit for the year (C=A+B)		**406.25**	**383.15**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement gains / (losses) of defined benefit obligation	45		
- Continuing operations		(6.19)	(1.73)
- Discontinued operations		-	0.04
(ii) Income tax effect on above	29		
- Continuing operations		2.16	0.45
- Discontinued operations		-	(0.01)
Other comprehensive income / (loss) for the year (D)		**(4.03)**	**(1.25)**
Total comprehensive income for the year (C+D)		**402.22**	**381.89**
Earnings per equity share of ₹1 each fully paid up	40		
Continuing operations			
- Basic (₹)		0.86	0.89
- Diluted (₹)		0.86	0.89
Discontinued operations			
- Basic (₹)		-	(0.08)
- Diluted (₹)		-	(0.08)
Continuing and discontinued operations			
- Basic (₹)		0.86	0.81
- Diluted (₹)		0.86	0.81
Notes forming part of the financial statements	1 - 50		

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059
Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Statement of Cash Flows for the year ended 31 March 2018

₹ million

			31-Mar-18	31-Mar-17 (Restated, refer note 38(a))
A.	**Cash flow from operating activities**			
	Profit before tax from continuing operations		588.44	598.09
	Profit/(loss) before tax from discontinued operations		-	(54.79)
			588.44	**543.30**
	Adjustments for:			
	Depreciation and amortization expense		400.92	273.09
	Allowances / (reversal) for bad and doubtful debts / advances		135.78	6.53
	Liabilities / excess provisions written back		(7.09)	(34.07)
	Guarantee commission income		(13.50)	-
	Re-measurement gains / (losses) of defined benefit obligations		(6.19)	(1.69)
	Unwinding of financial guarantee obligation		-	(22.86)
	Unrealized loss / (gain) on exchange adjustments (net)		(0.47)	(1.61)
	Net loss on sale / discard of property, plant and equipment / intangible assets		2.80	2.39
	Interest expense		129.89	145.31
	Interest income		(52.99)	(91.19)
	Dividend income from subsidiary		(60.00)	-
	Operating profit before working capital changes		**1,117.59**	**819.20**
	Adjustments for:			
	(Increase) / decrease in inventories		0.30	0.16
	(Increase) / decrease in trade and other receivables		(543.94)	(495.21)
	Increase / (decrease) in trade and other payables		278.52	721.81
	Cash generated from operations		**852.47**	**1,045.96**
	Direct taxes paid (net)		(197.33)	0.53
	Net cash flow from / (used in) operating activities	**(A)**	**655.14**	**1,046.49**
B.	**Cash flow from investing activities**			
	Purchase of property, plant and equipment, intangible assets and capital work in progress		(818.19)	(643.57)
	Sale of property, plant and equipment and intangible assets		0.37	4.85
	Loan repaid by others		-	300.00
	Investment towards acquisition of associate companies		-	(397.72)
	Purchase of non-current investments		-	(300.00)
	Investment in debentures of subsidiaries		(117.50)	-
	Investment in shares of subsidiaries		(80.00)	-
	Investment in debentures of associate companies		(70.00)	(75.70)
	(Increase) / decrease in deposits with banks (net)		(17.23)	12.00
	Interest received		51.94	92.03
	Dividend received from subsidiary		60.00	-
	Net cash flow from / (used in) investing activities	**(B)**	**(990.61)**	**(1,008.11)**
C.	**Cash flow from financing activities**			
	Proceeds from long-term borrowings		619.03	-
	Repayment of long-term borrowings		(626.83)	(93.30)
	Proceeds from short-term working capital loan		300.00	300.00
	Repayment of short-term working capital loan		(300.00)	(300.00)
	Proceeds from vehicle loans		5.16	16.43
	Repayment of vehicle loans		(14.60)	(12.15)

Statement of Cash Flows for the year ended 31 March 2018

₹ million

		31-Mar-18	31-Mar-17 (Restated, refer note 38(a))
Dividend paid (including dividend tax)		-	(84.99)
Interest paid		(129.32)	(146.56)
Net cash flow from / (used in) financing activities	**(C)**	**(146.56)**	**(320.57)**
Net changes in cash and cash equivalents	**(A+B+C)**	**(482.03)**	**(282.19)**
Cash and cash equivalents at the beginning of the year		(81.84)	190.81
Add: Cash and cash equivalents received pursuant to the Scheme of Arrangement and Amalgamation		-	9.30
Less: Cash and cash equivalents / (cash credit) related to discontinued operations		-	(0.26)
Cash and cash equivalents at the end of the year		**(563.87)**	**(81.84)**

Note:

(a) Cash and cash equivalents include the following balance sheet amounts:

₹ million

	31-Mar-18	31-Mar-17
Balances with banks		
- in current accounts	42.08	84.19
- in deposit accounts (Refer note (b) below)	-	265.00
Cash on hand	0.36	0.13
Cash credit from bank which forms an integral part of cash management system	(606.31)	(431.16)
Cash and cash equivalents at the end of the year	**(563.87)**	**(81.84)**

(b) Cash and cash equivalents at the end of the year includes fixed deposit of Nil (2017: ₹89.42 million) being unutilized proceeds of Rights Issue.

(c) As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 48 of the financial statements.

(d) The transactions pursuant to the Scheme of Arrangement and Amalgamation (refer note 38) have not been considered in above cash flow statement being non-cash transactions.

(e) Previous year's figures are regrouped or rearranged wherever considered necessary to conform to current year's classification.

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Statement of Changes in Equity for the year ended 31 March 2018

		Note	₹ million
a.	**Equity share capital**		
	Balance as at 01 April 2016 *		**470.79**
	Changes during the year	16 (a)	-
	Balance as at 31 March 2017		**470.79**
	Changes during the year	16 (a)	-
	Balance as at 31 March 2018		**470.79**

₹ million

		Note	Capital reserve	Capital reserve on account of Scheme of Arrangement and Amalgamation (Refer note 38 (a))	Securities premium reserve *	General reserve	Retained earnings	Total other equity
b.	**Other equity**							
	Balance as at 01 April 2016 (Restated)	38 (a)	**1,768.41**	**143.40**	**1,892.78**	**90.00**	**1,761.29**	**5,655.88**
	Profit for the year		-	-	-	-	383.15	**383.15**
	Other comprehensive income / (loss) for the year		-	-	-	-	(1.25)	**(1.25)**
	Total comprehensive income for the year		**-**	**-**	**-**	**-**	**381.89**	**381.89**
			1,768.41	**143.40**	**1,892.78**	**90.00**	**2,143.18**	**6,037.78**
	Dividend on equity shares	43	-	-	-	-	(70.62)	**(70.62)**
	Tax on dividend on equity shares		-	-	-	-	(14.37)	**(14.37)**
	Balance as at 31 March 2017		**1,768.41**	**143.40**	**1,892.78**	**90.00**	**2,058.20**	**5,952.79**
	Adjustment arising pursuant to the Scheme of Arrangement and Amalgamation	38 (b)	-	**(46.03)**	-	-	-	**(46.03)**
	Profit for the year		-	-	-	-	406.25	**406.25**
	Other comprehensive income / (loss) for the year		-	-	-	-	(4.03)	**(4.03)**
	Total comprehensive income for the year		**-**	**-**	**-**	**-**	**402.22**	**402.22**
	Balance as at 31 March 2018		**1,768.41**	**97.37**	**1,892.78**	**90.00**	**2,460.42**	**6,308.98**

* Refer note 16 (b) (v)

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Notes forming part of the Financial Statements

1 Corporate information

Zee Media Corporation Limited ("ZMCL" or "the Company") is incorporated in the State of Maharashtra, India and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) in India. The registered office of the Company is situated at 14th Floor, 'A' Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013, Maharashtra, India. The Company is mainly engaged in the business of broadcasting of satellite television channels i.e. news / current affairs and regional language channels and sale of television programs.

The separate financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended 31 March 2018 were authorized for issue by the Board of Directors at their meeting held on 16 May 2018.

2 Significant accounting policies

a Basis of preparation of financial statements

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared under the historical cost convention and on the accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities being measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or a liability at the measurement date.

Rounding of amounts

All amounts disclosed in the financial statements have been rounded off to the nearest million with two decimals thereof, unless otherwise stated. Zero "0.00" denotes amount less than ₹5,000.

Current and non-current classification

Assets and liabilities are classified as current if expected to realize or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

b Property, plant and equipment

(i) Freehold land is carried at cost. Other property, plant and equipment are stated at cost (net of goods and service tax / cenvat credit availed), less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and estimated cost for decommissioning of an asset. Integrated Receiver Decoder (IRD) boxes are capitalized, when available for deployment.

(ii) Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

c Intangible assets

(i) Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortization and impairment loss, if any.

(ii) Intangible assets - television channels include expenses incurred on development of new television channels till the time it is ready for commercial launch.

(iii) Intangible assets under development comprises cost of intangible assets and related expenses that are not yet ready for their intended use at the reporting date.

Notes forming part of the Financial Statements

d Depreciation / amortization on property, plant and equipment / intangible assets

Depreciable / amortizable amount for property, plant and equipment / intangible assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

(i) Depreciation on property, plant and equipment is provided on straight line method over the useful life of asset as specified in Part-C of Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, where the life of the assets has been assessed lower than the life prescribed in Schedule II, 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 etc.

Assets	Management's estimate of useful life
Plant and machinery	
(i) Studio equipment - Linear	10 years
(ii) Studio equipment - Non-linear	5 years
(iii) Integrated Receiver / Decoder (IRD) boxes	1 year

(ii) Leasehold building and leasehold improvements are amortized over the period of lease or useful life of assets, whichever is lower.

(iii) Intangible assets are amortized on straight line basis over their respective individual useful lives as follows:

Assets	Management's estimate of useful life
Software	3 years
Website	5 years
Television channels	5 years

e Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation / amortization is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

f Investment property

Investment property is property (land or a building or part of a building or both) held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment property is measured initially at cost including purchase price, borrowing costs. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and impairment, if any.

g Derecognition of property, plant and equipment / intangible assets / investment property

The carrying amount of an item of property, plant and equipment / intangible assets / investment property is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangible assets / investment property is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognized in the statement of profit and loss when the item is derecognized.

Notes forming part of the Financial Statements

h Leases

(i) **Finance lease**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

(ii) **Operating lease**

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Operating lease payments / revenue are recognized on straight line basis over the lease period in the statement of profit and loss unless the payments / receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

i Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(ii) For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of cash credit outstanding as they are considered an integral part of the Company's cash management.

j Inventories

(i) Television programs (completed, under production, available for sale) are stated at lower of cost / unamortized cost or realizable value. Cost comprises acquisition / direct production cost and other allocated production overheads. Where the realizable value on the basis of its estimated useful economic life is less than its carrying amount, the difference is expensed as impairment. Programs are expensed / amortized as under:

1 Programs - news / current affairs / chat shows / events etc. are fully expensed on telecast.

2 Programs (other than (1) above) are amortized over three financial years starting from the year of first telecast, as per management estimate of future revenue potential.

(ii) Raw stock: Tapes are valued at lower of cost or estimated net realizable value. Cost is taken on weighted average basis.

k Financial instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition of financial assets and liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the statement of profit and loss.

(i) Financial assets

1. Subsequent measurement

Financial assets are classified into the specified categories i.e. amortized cost, fair value through profit or loss (FVTPL) and fair value through other comprehensive income (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

Notes forming part of the Financial Statements

(a) Debt instruments

Amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through other comprehensive income (FVTOCI):

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

(A) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.

(B) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the effective interest rate (EIR) method.

Fair value through profit or loss (FVTPL):

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

(b) Investments in equity instruments

The Company subsequently measures all equity instruments (other than investments in subsidiaries and associates) at fair value. Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the statement of profit and loss. Dividends from such instruments are recognized in the statement of profit and loss as other income when the company's right to receive payment is established.

(c) Investment in subsidiaries and associates

Investment in subsidiaries and associates are carried at cost less impairment loss in accordance with Ind AS 27 on ""Separate Financial Statements"". Refer note 8 for list of investments.

2. Derecognition of financial assets

A financial asset is derecognized only when

(a) The Company has transferred the rights to receive cash flows from the asset or the rights have expired or

(b) The Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Notes forming part of the Financial Statements

3. **Impairment of financial assets**

   The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(ii) Financial liabilities and equity instruments

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax.

1. **Subsequent measurement**

   Financial liabilities measured at amortized cost:

   Financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR). Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit and loss.

   Financial liabilities measured at fair value through profit or loss (FVTPL):

   Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Derivatives, including separated embedded derivatives are classified as held for trading unless they are designated as effective hedging instruments. Financial liabilities at fair value through profit or loss are carried in the financial statements at fair value with changes in fair value recognized in other income or finance costs in the statement of profit and loss.

2. **Derecognition of financial liabilities**

   A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

l Borrowings and borrowing costs

Borrowings are initially recognized net of transaction costs incurred and subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of profit and loss over the period of the borrowings using the EIR.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalized as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

m Provisions, contingent liabilities and contingent assets

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Notes forming part of the Financial Statements

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognized as an asset.

n Revenue recognition

Revenue is recognized to the extent it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. All revenues are accounted on accrual basis except to the extent stated otherwise.

(i) Broadcasting revenue - Advertisement revenue (net of discount and volume rebates) is recognized when the related advertisement or commercial appears before the public i.e. on telecast. Subscription revenue is recognized on time basis on the provision of television broadcasting service to subscribers or as per the agreed terms.

(ii) Revenue from sale of television programs and content including program feeds are recognized when the significant risks and rewards have been transferred to the customers in accordance with the agreed terms.

(iii) Revenue from channel management is recognized on time basis on delivery of services as per agreed terms.

(iv) Revenue from other services is recognized as and when such services are completed / performed.

(v) Interest income is recognized using the effective interest rate (EIR) method, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial assets.

(vi) Dividend income is recognized when the Company's right to receive dividend is established.

(vii) Guarantee commission income is recognized on time basis, calculated on agreed rate on the amount of guarantee provided.

o Retirement and other employee benefits

(i) The Company operates both defined benefit and defined contribution schemes for its employees. For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions. For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the statement of profit and loss. Remeasurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses (excluding interest on the net defined benefit liability/asset) are recognized in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the statement of profit and loss, in the subsequent periods.

(ii) Other long-term employee benefits: The Company has a policy on compensated absences which are both accumulated and non-accumulated. The expected cost of accumulated compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulated compensated absences is recognized in the period in which the absences occur.

The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond twelve months, the same is presented as non-current liability.

Notes forming part of the Financial Statements

(iii) Short-term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability.

p Transactions in foreign currency

The functional currency of the Company is Indian Rupee (₹) which is also the presentation currency. All other currencies are accounted as foreign currency.

(i) Foreign currency transactions are accounted at the exchange rates prevalent on the date of such transactions.

(ii) Foreign currency monetary items are translated using the exchange rate prevalent at the reporting date. Exchange differences arising on settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements are recognized as income or as expense in the period in which they arise.

(iii) Non-monetary foreign currency items are carried at historical cost and translated at the exchange rate prevalent at the date of transaction.

q Income taxes

Tax expense comprises of current and deferred tax.

(i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

1 Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

2 Minimum alternate tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognized as deferred tax asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Company and the assets can be measured reliably.

(iii) Presentation of current and deferred tax

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

r Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

s Share based payments

The Company recognizes compensation expense relating to share-based payments in the statement of profit and loss using fair value in accordance with Ind AS 102, "Share-based Payments". The estimated fair value of awards is charged to statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share based payment reserves.

t Business combinations

Business combinations are accounted for using the acquisition method as per Ind AS 103, Business Combinations.

The cost of acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

u Discontinued operations

Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the statement of profit and loss. Also, comparative statement of profit and loss is represented as if the operation had been discontinued from the start of the comparative period.

Assets and liabilities classified as discontinued operations are presented separately from other assets and liabilities in the balance sheet.

Discontinued operation is a component of the Company that either has been disposed of, or is classified as held for sale, and:

(i) Represents a separate major line of business or geographical area of operations,

(ii) Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, and

(iii) Is a subsidiary acquired exclusively with a view to resale

v Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorized and is no longer at the discretion of the entity.

w Exceptional items

Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

3. Critical accounting judgment and estimates

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, assumptions

Notes forming part of the Financial Statements

and exercise judgement in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year. The Management believes that these estimates are prudent and reasonable and are based on the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known or materialized. This note provides an overview of the areas that involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallizing or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

b Useful lives and residual values

The Company reviews the useful lives and residual values of property, plant and equipment, investment property and intangible assets at each financial year end.

c Impairment testing

(i) **Impairment of financial assets**

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(ii) **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate.

d Income taxes

(i) The Company's tax charge is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

(ii) Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

(iii) The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or Company in which the deferred tax asset has been recognized.

e Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and

Notes forming part of the Financial Statements

assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions refer note 44.

f Defined benefit obligation

The cost of post-employment and other long-term benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The assumptions used are disclosed in note 45.

4. Recent accounting pronouncements

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Indian Accounting Standard (Ind AS) 115 "Revenue from Contracts with Customers"; notifying amendments to Ind AS 12 "Income Taxes" and Ind AS 21 "The Effects of Changes in Foreign Exchange Rates". Ind AS 115, amendments to the Ind AS 12 and Ind AS 21 are applicable to the Company w.e.f. 1 April 2018.

a Ind AS 115 "Revenue from Contracts with Customers"

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further this standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The standard permits two possible methods of transition: a) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - "Accounting Policies, Changes in Accounting Estimates and Errors". b) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach). The Company is evaluating the requirements of the above Ind AS and its impact on the financial statements.

b Amendments to Ind AS

(i) Ind AS 12 "Income Taxes"

The amendment considers that tax law determines which deductions are offset against taxable income and that no deferred tax asset is recognized if the reversal of the deductible temporary difference will not lead to tax deductions. Accordingly, segregating deductible temporary differences in accordance with tax law and assessing them on entity basis or on the basis of type of income is necessary to determine whether taxable profits are sufficient to utilize deductible temporary differences.

(ii) Ind AS 21 "The Effects of Changes in Foreign Exchange Rates"

The amendment to this Ind AS requires foreign currency consideration paid or received in advance of an item of asset, expense or income, resulting in recognition of a non-monetary prepayment asset or deferred income liability, to be recorded in the Company's functional currency by applying the spot exchange rate on the date of transaction.

The date of transaction which is required to determine the spot exchange rate for translation of such items would be earlier of:

- the date of initial recognition of the non-monetary prepayment asset or deferred income liability, and
- the date on which the related item of asset, expense or income is recognized in the financial statements. If the transaction is recognized in stages, then a spot exchange rate for each transaction date would be applied to translate each part of the transaction.

  The Company is evaluating the requirements of the above amendments and its impact on the financial statements.

Notes forming part of the Financial Statements

₹ million

Description of assets	Freehold land	Freehold building	Leasehold buildings	Plant and machinery	Furniture and fixtures	Vehicles	Equipment	Computers	Leasehold improvements	Total
5 Property, plant and equipment										
a. Gross carrying amount										
As at 1 April 2016 (Restated, refer note 38 (a))	**35.27**	**16.67**	**12.93**	**1,449.94**	**24.66**	**56.89**	**93.43**	**130.80**	**44.11**	**1,864.70**
Additions	-	-	20.72	284.08	0.86	19.45	12.50	28.89	10.02	**376.52**
Less: Disposal	-	-	-	23.35	0.12	8.29	5.82	6.07	-	**43.65**
Less: Transferred to discontinued operations (Refer note 38(b))	-	-	-	-	-	-	1.44	4.54	-	**5.98**
As at 31 March 2017	**35.27**	**16.67**	**33.65**	**1,710.67**	**25.40**	**68.05**	**98.67**	**149.08**	**54.13**	**2,191.59**
Additions	-	-	22.31	489.53	2.05	5.54	37.03	151.92	146.04	**854.42**
Less: Disposal	-	-	-	74.01	0.01	4.74	4.34	12.52	-	**95.62**
As at 31 March 2018	**35.27**	**16.67**	**55.96**	**2,126.19**	**27.44**	**68.85**	**131.36**	**288.48**	**200.17**	**2,950.39**
b. Depreciation										
Upto 31 March 2016 (Restated, refer note 38 (a))	**-**	**2.12**	**0.15**	**716.53**	**7.02**	**15.67**	**56.82**	**77.87**	**26.41**	**902.59**
Depreciation for the year										
Continuing operations	-	0.28	0.30	173.89	2.55	7.18	11.24	21.96	7.06	**224.46**
Discontinued operations	-	-	-	-	-	-	0.47	1.52	-	**1.99**
Less: Disposal	-	-	-	22.10	0.11	4.12	5.79	4.29	-	**36.41**
Less: Transferred to discontinued operations (Refer note 38(b))	-	-	-	-	-	-	1.23	2.45	-	**3.68**
Upto 31 March 2017	**-**	**2.40**	**0.45**	**868.32**	**9.46**	**18.73**	**61.51**	**94.61**	**33.47**	**1,088.95**
Depreciation for the year	-	0.28	0.56	194.59	2.37	8.52	15.35	40.74	39.34	**301.75**
Less: Disposal	-	-	-	73.04	0.00	3.16	3.75	12.50	-	**92.45**
Upto 31 March 2018	**-**	**2.68**	**1.01**	**989.87**	**11.83**	**24.09**	**73.11**	**122.85**	**72.81**	**1,298.25**
c. Net carrying amount										
As at 31 March 2018	35.27	13.99	54.95	1,136.32	15.61	44.76	58.25	165.63	127.36	1,652.14
As at 31 March 2017	35.27	14.27	33.20	842.35	15.94	49.32	37.16	54.47	20.66	1,102.64

₹ million

Net carrying amount	31-Mar-18	31-Mar-17
Property, plant and equipment	1,652.14	1,102.64
Capital work-in-progress	34.29	216.14

(i) For details of property, plant and equipment and capital work-in-progress pledged as security, refer note 46

(ii) Leasehold buildings include net carrying values of ₹42.60 million (2017: ₹20.64 million) in respect of which the letters of allotment are received and supplementary agreements entered, however, lease deeds are pending execution.

(iii) Legal titles of freehold land (net carrying values of ₹8.57 million (2017: ₹8.57 million)) and freehold building (net carrying values of ₹13.99 million (2017: ₹14.27 million)), received pursuant to the Scheme of Arrangement and Amalgamation (refer note 38(a)), are yet to be transferred in the name of the Company.

Notes forming part of the Financial Statements

(iv) Details of gross and net carrying amounts of property, plant and equipment acquired on merger of Maurya TV Private Limited with the Company (refer note 38(a)) are as under:

₹ million

Description of assets	Freehold land	Freehold building	Plant and machinery	Furniture and fixtures	Vehicles	Equipment	Computers	Total
Gross carrying amount	8.57	16.67	76.70	5.67	0.23	12.51	6.31	**126.66**
Accumulated depreciation	-	2.40	53.93	3.63	0.23	11.21	6.22	**77.62**
Net carrying amount	**8.57**	**14.27**	**22.77**	**2.04**	**0.00**	**1.30**	**0.09**	**49.04**

₹ million

		31-Mar-18	31-Mar-17
6	**Investment property under development**		
	Leasehold building	35.06	29.29
	Total	**35.06**	**29.29**

₹ million

	Description of assets	Software	Website	Television channels	Total
7	**Intangible assets**				
	a. Gross carrying amount				
	As at 1 April 2016 (Restated - refer note 38(a))	**174.80**	**-**	**-**	**174.80**
	Additions	100.25	8.56	232.57	341.38
	Less: Transferred to discontinued operations (Refer note 38(b))	43.38	-	-	43.38
	As at 31 March 2017	**231.67**	**8.56**	**232.57**	**472.80**
	Additions	35.27	-	120.64	155.91
	Less: Disposal	32.36	-	-	32.36
	As at 31 March 2018	**234.58**	**8.56**	**353.21**	**596.35**
	b. Amortization				
	Upto 31 March 2016 (Restated - refer note 38(a))	**149.61**	**-**	**-**	**149.61**
	Amortization for the year				
	Continuing operations	25.91	0.43	11.85	**38.19**
	Discontinued operations	8.44			**8.44**
	Less: Transferred to discontinued operations (Refer note 38(b))	42.51	-	-	**42.51**
	Upto 31 March 2017	**141.45**	**0.43**	**11.85**	**153.73**
	Amortization for the year	39.19	1.71	58.27	**99.17**
	Less: Disposal	32.36	-	-	**32.36**
	Upto 31 March 2018	**148.28**	**2.14**	**70.12**	**220.54**
	c. Net carrying amount				
	As at 31 March 2018	86.30	6.42	283.09	375.81
	As at 31 March 2017	90.22	8.13	220.72	319.07

₹ million

Net carrying amount	31-Mar-18	31-Mar-17
Intangible assets	375.81	319.07
Intangible assets under development	25.41	10.10

Notes forming part of the Financial Statements

₹ million

		31-Mar-18	31-Mar-17
8	**Non-current investments - unquoted**		
	(a) Investments carried at cost		
	(i) Investment in equity instruments		
	Wholly owned subsidiaries		
	40,000,800 (2017: Nil) equity shares of ₹1 each of Ez-Mall Online Limited	80.00	-
	Nil (2017: Nil) equity shares of ₹10 each of Mediavest India Private Limited*	-	-
	Nil (2017: Nil) equity shares of ₹10 each of Pri-Media Services Private Limited*	-	-
	Nil (2017: Nil) equity shares of ₹10 each of Maurya TV Private Limited*	-	-
	Subsidiary - Other		
	2,400,002 (2017: 2,400,002) equity shares of ₹10 each of Zee Akaash News Private Limited (extent of holding 60%)	83.28	83.28
	Associates		
	36,880,401 (2017: 36,880,401) equity shares of ₹10 each of Today Merchandise Private Limited (extent of holding 49%)	368.80	368.80
	2,891,961 (2017: 2,891,961) equity shares of ₹10 each of Today Retail Network Private Limited (extent of holding 49%)	28.92	28.92
	(ii) Investment in optionally convertible debentures (unsecured)		
	Wholly owned subsidiary		
	11,750,000 (2017: Nil) 0% optionally convertible debentures of ₹10 each of Ez-Mall Online Limited (Refer note (a) below)	117.50	-
	(iii) Investment in compulsorily convertible debentures (unsecured)		
	Associates		
	52,130,000 (2017: 45,130,000) 0.01% compulsorily convertible debentures of ₹10 each of Today Merchandise Private Limited (Refer note (b) below)	145.60	75.60
	8,536,000 (2017: 8,536,000) 0.01% compulsorily convertible debentures of ₹10 each of Today Retail Network Private Limited (Refer note (b) below)	0.10	0.10
		824.20	**556.70**
(b)	**Investments carried at amortized cost**		
	(i) Investment in preference shares		
	In Other		
	436,26,56,265 (2017: 436,26,56,265) 6% non-cumulative, non-convertible, redeemable preference shares of ₹1 each of Diligent Media Corporation Limited (Refer note (c) below)	4,362.66	4,362.66
	(ii) Investment in certificate of deposit (non-transferable)		
	SICOM Limited (Interest - 11.25% and Tenure - 3 years)	300.00	300.00
	Total	**4,662.66**	**4,662.66**
(c)	**Investments carried at fair valued through other comprehensive income**		
	Investment in equity instruments - others		
	Nil (2017: 435,000) equity shares of ₹10 each of Akash Bangla Private Limited (Refer note (d) below)	-	60.90
	5 (2017: 5) equity shares of ₹10 each of Subhash Chandra Foundation#	0.00	0.00
	Less: Impairment in value of investment	-	(60.90)
		0.00	**0.00**
	Total	**5,486.86**	**5,219.36**

(All the above securities are fully paid up).

* Refer note 38.

Represents ₹50 only.

Notes forming part of the Financial Statements

₹ million

	31-Mar-18	31-Mar-17
Aggregate amount of unquoted investments	5,486.86	5,280.26
Aggregate impairment in value of investments	-	60.90

a) Optionally convertible debentures (OCDs) have a tenure of five years from the date of allotment. The Company has an option to convert each OCD of ₹10 each into five equity shares of ₹1 each at any time after initial period of eighteen months. Further, the Company as well as the issuer has the option to seek redemption of OCDs during the tenure, either in full or in part. OCDs not converted into equity shares at the end of the tenure shall be redeemed at par value by the issuer.

b) Compulsorily convertible debentures (CCDs) have a tenure of eighteen years from the date of allotment. The Company can convert the CCD into equity shares of ₹10 each in the ratio of 1:1 at any time after initial period of eighteen months, but within eighteen years from the date of allotment.

c) 6% Non-cumulative, non-convertible, redeemable preference shares of ₹1 each are redeemable at par after twenty years from the date of allotment (i.e. on 01 November 2036).

d) The Company intends to dispose off the investment, hence reclassified as current investment (Refer note 13).

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
9	**Other financial assets**				
	(unsecured)				
	Deposits				
	Related parties (Refer note 47)	14.40	14.40	-	-
	Others - considered good	15.46	16.27	16.99	3.11
	- considered doubtful	-	-	1.15	1.31
	Less: Allowances for bad and doubtful debts	-	-	(1.15)	(1.31)
		29.86	**30.67**	**16.99**	**3.11**
	Other receivables				
	Related parties (Refer note 47)	-	-	2.06	4.16
	Others - considered good	-	-	0.45	0.45
	- considered doubtful	-	-	1.17	1.17
	Less: Allowances for bad and doubtful debts	-	-	(1.17)	(1.17)
		-	**-**	**2.51**	**4.61**
	Deposits with banks having original maturity period of more than twelve months *	23.15	17.15	12.97	0.69
	Total	**53.01**	**47.82**	**32.47**	**8.41**

* Pledged with statutory authorities / under banks' lien.

₹ million

		31-Mar-18	31-Mar-17
10	**Non-current tax assets (net)**		
	Balance with government authorities - Direct tax (net of provisions)	29.78	95.35
	Total	**29.78**	**95.35**

Notes forming part of the Financial Statements

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
11	**Other assets**				
	(unsecured)				
	Capital advances - others	108.26	157.06	-	-
	Other advances				
	Related parties (Refer note 47)	-	-	146.97	119.55
	Others - considered good	-	-	73.27	42.87
	- considered doubtful	-	-	2.32	1.62
	Less: Allowances for bad and doubtful advances	-	-	(2.32)	(1.62)
		-	-	220.24	162.42
	Prepaid expenses	54.57	5.87	79.04	60.57
	Balances with government authorities - Indirect taxes	-	-	37.18	74.92
	Total	**162.83**	**162.93**	**336.46**	**297.91**

₹ million

		31-Mar-18	31-Mar-17
12	**Inventories**		
	Raw stock - tapes	-	0.30
	Total	**-**	**0.30**

₹ million

		31-Mar-18	31-Mar-17
13	**Current investments - unquoted**		
	Investments carried at fair value through other comprehensive income		
	Investment in equity instruments - other		
	435,000 (2017: Nil) Equity shares of ₹10 each fully paid up of Akash Bangla Private Limited (Refer note 8)	60.90	-
	Less: Impairment in value of investment	(60.90)	-
	Total	**-**	**-**

₹ million

	31-Mar-18	31-Mar-17
Aggregate amount of unquoted investments	60.90	-
Aggregate impairment in value of investments	**60.90**	**-**

₹ million

		31-Mar-18	31-Mar-17
14	**Trade receivables**		
	(unsecured)		
	- Considered good	1,595.67	1,270.18
	- Considered doubtful	153.13	17.89
		1,748.80	**1,288.07**
	Less: Allowances for bad and doubtful debts	(153.13)	(17.89)
	Total	**1,595.67**	**1,270.18**

Refer note 47 for receivables from related parties.

Trade receivables are non-interest bearing and credit period terms are generally 0-60 days. The Company's exposure to credit and currency risks related to trade receivables is disclosed in note 44.

Notes forming part of the Financial Statements

₹ million

		31-Mar-18	31-Mar-17
15	(a) **Cash and cash equivalents**		
	Balances with banks		
	- in current accounts	42.08	84.19
	- in deposit accounts#	-	265.00
	Cash on hand	0.36	0.13
		42.44	**349.32**
15	(b) **Bank balances other than cash and cash equivalents**		
	Balances with banks		
	- in unclaimed dividend accounts	0.29	0.30
		0.29	**0.30**
	Total	**42.73**	**349.62**

Includes unutilized proceeds of Rights issue amounting to ₹Nil (2017: ₹89.42 million).

₹ million

		31-Mar-18	31-Mar-17
16	(a) **Share capital**		
	Authorized		
	1,930,000,000* (2017: 1,700,000,000) Equity shares of ₹1 each	1,930.00	1,700.00
	Total	**1,930.00**	**1,700.00**
	Issued, subscribed and paid up (Refer note 16(b)(v))		
	470,789,505 (2017: 470,789,505) Equity shares of ₹1 each fully paid up	470.79	470.79
	Total	**470.79**	**470.79**

* Increased pursuant to the Scheme of Arrangement and Amalgamation (Refer note 38(a)).

(i) Reconciliation of number of equity shares and share capital

	31-Mar-18		31-Mar-17	
	Number of equity shares	₹ million	Number of equity shares	₹ million
At the beginning of the year	470,789,505	470.79	470,789,505	470.79
Add: Changes during the year	-	-	-	-
Outstanding at the end of the year	**470,789,505**	**470.79**	**470,789,505**	**470.79**

ii) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹1 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes forming part of the Financial Statements

iii) **Details of shareholders holding more than 5% of the aggregate shares:**

Name of shareholder	31-Mar-18		31-Mar-17	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
25FPS Media Private Limited	166,268,453	35.32%	166,268,323	35.32%
Arm Infra & Utilities Private Limited	159,072,726	33.79%	159,072,726	33.79%

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

iv) The Company has not issued any bonus shares or bought back any shares during five years preceding 31 March 2018.

v) 122,381,817 Equity shares of ₹1 each fully paid up were allotted on 09 June 2014 for consideration other than cash, pursuant to the Scheme of Amalgamation of Essel Publishers Private Limited with the Company.

vi) The Company had instituted an Employee Stock Option Plan (ZNL ESOP 2009) as approved by the Board of Directors and Shareholders of the Company in 2009 and amended from time to time for issuance of stock options convertible into equity shares not exceeding in the aggregate 5% of the issued and paid up capital of the Company as at 31 March 2009 i.e. up to 11,988,000 equity shares of ₹1 each, to the employees of the Company as well as that of its subsidiaries and also to the directors (excluding independent director) of the Company at the market price determined as per the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board. The Company has not granted any options till 31 March 2018.

₹ million

			31-Mar-18	31-Mar-17
16	(b)	**Other equity**		
		Capital reserve		
		As per last balance sheet	1,768.41	1,768.41
			1,768.41	**1,768.41**
		Capital reserve on account of Scheme of Arrangement and Amalgamation		
		Balance as at 01 April 2016 (Restated, refer note 38 (a))	143.40	143.40
		Arising pursuant to the Scheme of Arrangement and Amalgamation (Refer note 38(b))	(46.03)	-
			97.37	**143.40**
		Securities premium reserve		
		As per last balance sheet (Refer note (v) below)	1,892.78	1,892.78
			1,892.78	**1,892.78**
		General reserve		
		As per last balance sheet	90.00	90.00
			90.00	**90.00**
		Retained earnings		
		As per last balance sheet	2,058.19	1,761.29
		Add: Profit for the year	406.25	383.15
		Re-measurement gains / (losses) on defined benefit plan (net of tax)	(4.03)	(1.25)
		Dividend paid on equity shares	-	(70.62)
		Tax on dividend paid on equity shares	-	(14.37)
			2,460.42	**2,058.19**
		Total	**6,308.98**	**5,952.79**

(i) Capital Reserve is created pursuant to the various Schemes of Arrangement / Amalgamation over the years.

(ii) Securities premium represents the premium on equity shares issued.

(iii) General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

(iv) Retained earnings represent the accumulated earnings net of losses if any made by the Company over the years.

(v) Expenses incurred amounting to ₹30.66 million on account of Rights issue of equity shares in the financial year 2015-16, were adjusted against equity share capital till previous year ended 31 March 2017. These expenses have been reclassified and adjusted against securities premium reserve in these financial statements, in line with the requirement of Ind AS 32 "Financial Instruments : Presentation".

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
17	**Borrowings** (secured)				
	Long-term borrowings				
	Term loan from banks (Refer (i) below)	620.93	466.59	4.95	166.52
	Vehicle loans (Refer (ii) below)				
	- from banks	3.02	9.27	7.77	12.59
	- from others	4.08	3.61	1.90	0.74
	Less: Current maturities disclosed under "Other current financial liabilities" (Refer note 18)	-	-	(14.62)	(179.85)
		628.03	**479.47**	**-**	**-**
	Short-term borrowings				
	Cash credit from banks (Refer (iii) below)	-	-	606.31	431.16
	Total	**628.03**	**479.47**	**606.31**	**431.16**

Nature of security and terms of repayments for borrowings:

i) (a) Term loan from bank of ₹625.88 million (2017: Nil) is secured by way of first charge (hypothecation / equitable mortgage) on the entire movable and immovable assets, current assets including receivables (present and future) and exclusive charge on debt service reserve account and/or any other bank account of the Company. The loan is repayable in twelve half-yearly installments as per the repayment schedule commencing from June 2019 and carries interest @ 1-year MCLR + 0.75 % p.a. payable monthly.

(b) Term loan from bank of Nil (2017: ₹633.11 million) is secured by way of first hypothecation charge on entire movable fixed assets except vehicles. The loan carried interest @1-year MCLR + 2.75% p.a. payable monthly and was repayable in twenty-one quarterly installments as per repayment schedule commencing from October 2015. The said loan has been prepaid during the year.

ii) Vehicle loans from banks and others are secured by way of hypothecation of specific vehicles, carries interest ranging from 7.90% to 10.30% p.a. and are repayable upto March 2022.

(a) Cash credit from bank of ₹606.31 million (2017: Nil) is secured by first charge (hypothecation / equitable mortgage) on the entire movable and immovable assets, current assets including receivables (present and future) and exclusive charge on debt service reserve account and/or any other bank account of the Company.

iii) Cash credit from bank of Nil (2017: ₹431.16 million) is secured by way of pari passu hypothecation charge on entire current assets and collaterally secured by first hypothecation charge on entire movable fixed assets except vehicles.

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
18	**Other financial liabilities**				
	Current maturities of long-term borrowings (Refer note 17)	-	-	14.62	179.85
	Deposits received - Related party (Refer note 47)	101.86	90.00	-	-
	- Others	-	-	7.90	8.24
	Payable for capital expenditure	-	-	13.83	30.65
	Unclaimed dividends (Refer (a) below)	-	-	0.29	0.30
	Other payables	-	-	970.53	777.11
	Total	**101.86**	**90.00**	**1,007.17**	**996.15**

(a) There are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at 31 March 2018.

₹ million

	Non-current		Current	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
19 Provisions				
(a) Provision for employee benefits				
- Gratuity	106.77	96.67	26.85	20.07
- Leave benefits	54.06	46.57	18.74	17.57
	160.83	**143.24**	**45.59**	**37.64**
(b) Provision for direct tax (net)	-	-	2.37	32.74
	-	-	**2.37**	**32.74**
Total	**160.83**	**143.24**	**47.96**	**70.38**

₹ million

	Non-current		Current	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
20 Other liabilities				
Unearned revenue	-	-	46.96	45.35
Trade advances	-	-	88.38	125.17
Statutory dues	-	-	103.03	73.29
Others	15.02	27.01	11.97	13.07
Total	**15.02**	**27.01**	**250.34**	**256.88**

₹ million

	31-Mar-18	31-Mar-17
21 Trade payables		
Trade payables*	425.78	365.34
Total	**425.78**	**365.34**

* Trade payables are non-interest bearing and credit term for same is generally in the range of 0 to 30 days.

₹ million

	31-Mar-18	31-Mar-17
22 Revenue from operations		
Services (Broadcasting revenue)		
- Advertisement	4,472.99	3,434.69
- Subscription	474.88	479.45
Sales - Television programs and content	73.33	65.84
Channel management fees	74.57	-
Other operating revenue	6.00	0.50
Total	**5,101.77**	**3,980.48**

₹ million

	31-Mar-18	31-Mar-17
23 Other income		
Interest received on financial assets carried at amortized cost		
- Bank deposits	6.33	25.39
- Investments and other financial assets	38.20	35.65
Interest - others (including interest on income tax refund)	8.46	30.15
Dividend income - subsidiary	60.00	-
Liabilities / excess provisions written back	7.09	34.07
Exchange difference (net)	4.42	3.13
Unwinding of financial guarantee fees	-	22.86
Guarantee commission income	13.50	-
Miscellaneous income	0.25	0.34
Total	**138.25**	**151.59**

Notes forming part of the Financial Statements

₹ million

	31-Mar-18	31-Mar-17
24 Operational cost		
Television programs (Production/ acquisition cost)		
- Raw tapes consumed	0.30	1.37
- Consultancy and professional charges	287.63	232.78
- News subscription fees	56.41	46.83
- Vehicle running, maintenance and hire charges	83.01	64.21
- Travelling and conveyance expenses	45.49	29.34
- Lease-line and V-sat expenses	66.93	66.67
- Hire charges	32.43	29.20
- Other production expenses	76.32	62.77
	648.52	**533.17**
Telecast cost	199.66	153.99
Channel subscription fees	9.98	22.13
Total	**858.16**	**709.29**

₹ million

	31-Mar-18	31-Mar-17
25 Employee benefits expense		
Salaries and allowances	1,056.60	781.33
Contribution to provident and other funds	66.38	47.94
Staff welfare expenses	48.76	36.55
Staff recruitment and training expenses	8.59	3.78
Total	**1,180.33**	**869.60**

₹ million

	31-Mar-18	31-Mar-17
26 Finance costs		
Interest - Borrowings	116.70	125.08
- Others	13.19	19.96
Other financial charges	44.38	2.86
Total	**174.27**	**147.90**

₹ million

	31-Mar-18	31-Mar-17
27 Depreciation and amortization expense		
Depreciation on property, plant and equipment	301.75	224.46
Amortization of intangible assets	99.17	38.19
Total	**400.92**	**262.65**

Notes forming part of the Financial Statements

₹ million

	31-Mar-18	31-Mar-17
28 Other expenses		
Rent	170.82	92.58
Rates and taxes	7.14	5.11
Repairs and maintenance - Building	0.41	1.12
- Plant and machinery	32.32	26.46
- Others	41.44	48.36
Insurance	2.23	1.94
Electricity and water charges	62.35	61.08
Communication charges	58.99	34.53
Printing and stationary expenses	6.52	5.71
Travelling and conveyance expenses	95.54	79.66
Legal and professional charges	153.76	161.57
Payment to auditors (Refer note 33)	2.32	5.33
Corporate Social Responsibility expenses (Refer note 41)	5.50	3.37
Donation	-	0.24
Hire and service charges	96.06	72.43
Marketing, distribution and business promotion expenses	613.11	427.40
Advertisement and publicity expenses	119.58	214.84
Commission / discount expenses	408.40	279.80
Bad debts and advances written off	-	23.79
Allowances / (reversal) for bad and doubtful debts / advances	135.78	(17.15)
Net loss on sale / discard of property, plant and equipment / intangible assets	2.80	2.39
Miscellaneous expenses	22.83	13.98
Total	**2,037.90**	**1,544.54**

29 Tax expense

(a) The major components of income tax for the year ended 31 March 2018 are as under:

(i) Income tax related to items recognized directly in the statement of profit and loss during the year

₹ million

	31-Mar-18		31-Mar-17	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Current tax - Current year	232.52	-	196.34	(15.97)
- Adjustment for current tax of prior periods	-	-	(27.51)	-
Deferred tax charge / (credit)	(50.33)	-	9.97	(2.68)
Total tax expense reported in the statement of profit and loss	**182.19**	**-**	**178.80**	**(18.65)**
Effective tax rate	**30.962%**	**-**	**29.895%**	**34.037%**

(ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year

₹ million

	31-Mar-18		31-Mar-17	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Deferred tax charge / (credit) on remeasurement of defined benefit plan	(2.16)	-	(0.45)	0.01

Notes forming part of the Financial Statements

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate

₹ million

	31-Mar-18		31-Mar-17	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Accounting profit before tax	588.44	-	598.09	(54.79)
Statutory income tax @ of 34.608% (2017: 34.608%)	203.64	-	206.98	(18.96)
Tax effect on exempt income	(20.76)	-	-	-
Tax effect on non-deductible expenses	1.23	-	7.82	0.31
Tax effect on non-taxable income	-	-	(0.57)	-
Additional allowances for tax purposes	(0.09)	-	(7.92)	-
Impact of change in tax rate on deferred tax assets	(1.83)	-	-	-
Adjustments in respect of current income tax of previous years	-	-	(27.51)	-
Tax expense recognized in the statement of profit and loss	**182.19**	**-**	**178.80**	**(18.65)**

Note: The statutory tax rate is the standard effective corporate income tax rate in India. The tax rate for deferred tax assets for the year ended 31 March 2018 is 34.944% (2017: 34.608%). Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so.

(c) Deferred tax relates to the following:

₹ million

		Balance sheet		Recognized in the statement of profit and loss		Recognized in OCI	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
A.	**Continuing operations**						
(a)	**Deductible temporary differences**						
	Employee retirement benefit expenses allowable on payment basis	71.59	62.22	(7.20)	(5.50)	(2.16)	(0.45)
	Depreciation and amortization on property, plant, equipment and intangible assets	26.28	33.07	6.79	10.06	-	-
	Allowances for doubtful debts and advances	53.51	6.19	(47.32)	6.16	-	-
	Other deductible temporary differences	9.17	8.20	(0.98)	0.62	-	-
	Total (a)	**160.55**	**109.68**	**(48.71)**	**11.34**	**(2.16)**	**(0.45)**
(b)	**Taxable temporary differences**						
	Other taxable differences	-	1.62	1.62	1.37	-	-
	Total (b)	**-**	**1.62**	**1.62**	**1.37**	**-**	**-**
	Net deferred tax assets / (liabilities) (a-b)	**160.55**	**108.06**				
	Deferred tax charge / (credit) (a-b)			**(50.33)**	**9.97**	**(2.16)**	**(0.45)**
B.	**Discontinued operations**						
(a)	**Deductible temporary differences**						
	Employee retirement benefit/expenses allowable on payment basis	-	0.77	-	0.04	-	0.01
	Depreciation and amortization on property, plant, equipment and intangible assets	-	(0.12)	-	(2.56)	-	-
	Other deductible temporary differences	-	0.26	-	(0.16)	-	-
	Total (a)	**-**	**0.91**	**-**	**(2.68)**	**-**	**0.01**
(b)	**Taxable temporary differences**	**-**	**-**	**-**	**-**	**-**	**-**
	Net deferred tax assets / (liabilities) (a-b)	**-**	**0.91**				
	Deferred tax charge / (credit) (a-b)			**-**	**(2.68)**	**-**	**0.01**

Notes forming part of the Financial Statements

(d) Reconciliation of deferred tax assets / (liabilities) (net)

₹ million

	31-Mar-18	31-Mar-17
Opening balance	**108.06**	**115.82**
Deferred tax (charge) / credit recognized in		
- Statement of profit and loss		
Continuing operations	50.33	(9.97)
Discontinued operations	-	2.68
- Other comprehensive income		
Continuing operations	2.16	0.45
Discontinued operations	-	(0.01)
Less: Deferred tax assets related to discontinued operations (Refer note 38(b))	-	(0.91)
Total	**160.55**	**108.06**

(e) The Company did not have any unused tax losses as at 31 March 2018 and 31 March 2017.

30 Leases

(a) Operating lease

The Company has taken office, residential facilities, plant and machinery (including equipment) etc. under cancellable / non-cancellable operating lease agreements, that are renewable on a periodic basis at the option of both the lessor and the lessee. The initial tenure of the lease varies from eleven to one hundred and twenty months. The rental obligations are as follows:

₹ million

	31-Mar-18	31-Mar-17
Lease rental charges for the year	346.11	255.31
Future lease rental obligation payable (under non-cancellable lease)		
Not later than one year	74.79	99.66
Later than one year but not later than five years	102.85	178.53

(b) Finance lease

The Company does not have any lease in the nature of finance lease.

31 Contingent liabilities (to the extent not provided for) :

₹ million

	31-Mar-18	31-Mar-17
(a) Claims against the Company not acknowledged as debt		
Disputed direct taxes #	4.49	12.18
Disputed indirect taxes	-	142.63
Legal cases against the Company ^		
- Defamation (Number of pending cases 22 (2017: 20))	3,190.00	3,190.00
- Others (Number of pending cases 18 (2017: 20))	43.92	46.05
(b) Guarantees excluding financial guarantees		
Bank guarantees given by the Company	0.50	0.50
(c) Other money for which the Company is contingently liable		
Duty benefit availed under EPCG Scheme - Import export obligation	24.20	24.20
(d) Financial guarantees provided		
Corporate guarantees issued for loan raised and debentures issued by related parties (till 31 March 2017 wholly owned subsidiaries) *	3,612.09	3,249.23

\# Income tax demands mainly include appeals filed by the Company before various appellate authorities against the disallowance of expenses / claims, non-deduction / short deduction of tax at source etc. The management is of the opinion that its tax cases will be decided in its favour and hence no provision is considered necessary at this stage.

Notes forming part of the Financial Statements

^ The Company has received legal notices of claims/law suits filed against it relating to infringement of copyrights, defamation suits etc. in relation to programs telecasted / other matters. The claim amount is based on best possible estimate arrived at on the basis of available information. The Company has engaged reputed advocates to protect its interest and has been advised that it has strong legal position against such disputes. In the opinion of the management, no material liability is likely to arise on account of such claims / law suits.

* Corporate guarantees include premium accrued on debentures of ₹912.09 million (2017: ₹549.23 million)

32 Capital and other commitments

₹ million

	31-Mar-18	31-Mar-17
a) Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances)	87.07	71.15
b) The Company has committed to provide continued financial support to its wholly owned subsidiaries and associate	Not ascertainable	Not ascertainable
c) Commitment to invest in compulsorily convertible debentures of associates	1,112.61	1,182.61
d) Commitment to acquire balance equity stake of a subsidiary	490.00	-

33 Payment to auditors for

₹ million

	31-Mar-18	31-Mar-17
Audit fees	1.25	1.25
Tax audit fees	-	0.25
Certifications (including limited reviews fee, tax representation and other matters)	1.02	3.79
Reimbursement of expenses	0.05	0.04
Total	**2.32**	**5.33**

34 Micro, Small and Medium Enterprises

The Company has no dues to Micro, Small and Medium Enterprises during the year ended 31 March 2018, on the basis of information provided by the parties and available on record. Further, there is no interest paid / payable to Micro, Small and Medium Enterprises as at 31 March 2018.

35 Information required under Section 186(4) of the Companies Act, 2013

(a) Loans given and security provided

During the year, the Company has not given any loan or provided security.

(b) Investments made

There are no investments made by the Company other than those disclosed in Note 8, 13 and 38(b) of the financial statements.

(c) Guarantees given

₹ million

Corporate guarantee given on behalf of	Nature	31-Mar-18	31-Mar-17
i) Diligent Media Corporation Limited *	Non-convertible debentures issued	3,412.09	-
ii) Diligent Media Corporation Limited	Financing / loan facilities	200.00	200.00
iii) Pri-Media Services Private Limited #	Non-convertible debentures issued	-	3,049.23
Total		**3,612.09**	**3,249.23**

* includes premium accrued ₹912.09 million (2017: ₹ Nil)
# includes premium accrued ₹ Nil (2017: ₹549.23 million)

Notes forming part of the Financial Statements

36 The Management is of the opinion that its international and domestic transactions are at arm's length as per the independent accountants report for the year ended 31 March 2017. The Management continues to believe that its international transactions and the specified domestic transactions during the current financial year are at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

37 Pursuant to the Letter of Offer dated 16 March 2015 for Rights Issue of equity shares, the Company had allotted 108,643,732 Rights equity shares of ₹1 each, fully paid up, on 18 April 2015, at a price of ₹18 per share (including premium of ₹17 per share). The said Rights Issue was fully subscribed for an amount aggregating to ₹1,955.59 million, resulting in increase in Paid-up Share Capital of the Company to ₹470.79 million, comprising of 470,789,505 equity shares of ₹1 each. The said proceeds have been utilized for the stated purposes as per details given below:

₹ million

Details of utilization	Proposed utilization as per Letter of Offer	Utilized upto 31 March 2018	Unutilized as at 31 March 2018
Purchase of equipment and accessories for production and broadcasting	450.52	450.52	-
Repayment / prepayment of loans of the Company	449.95	449.95	-
Funding subsidiary(ies) for prepayment / repayment of loans	600.00	600.00	-
General corporate purposes including rights issue expenses	455.12	455.12	-
Total	**1,955.59**	**1,955.59**	**-**

38 Scheme of Arrangement and Amalgamation

The Board of Directors of the Company at their meeting held on 27 October 2016 approved a Scheme of Arrangement and Amalgamation between the Company ("the Company, "ZMCL" or the "Demerged company") and its subsidiaries Diligent Media Corporation Limited ("DMCL" or the "Resulting Company"), Mediavest India Private Limited ("MIPL" or the "Transferor Company 1"), Pri-Media Services Private Limited ("PSPL" or the "Transferor Company 2"), Maurya TV Private Limited ("MTPL" or the "Transferor Company 3") and their respective shareholders and Creditors (hereinafter referred as "the Scheme"), *inter alia*, for a) Demerger of the Print Media business undertaking of the Company and vesting with DMCL; b) Amalgamation of MIPL and PSPL with DMCL; and c) Amalgamation of MTPL with the Company, with effect from Appointed Date of 1 April 2017. The Scheme has been approved by the Mumbai bench of Hon'ble National Company Law Tribunal (NCLT) vide its Order dated 8 June 2017 and the certified copy of the Order approving the Scheme has been filed with the Registrar of Companies on 28 July 2017 (the "Effective date"). The effect of the Scheme has been given in these standalone financial statements for the year ended 31 March 2018.

a) Merger of MTPL with the Company

Pursuant to the Scheme,

i) Entire business and whole of the undertaking of MTPL merged with the Company with effect from the appointed date by applying Pooling of Interest method as laid down in Appendix C of the Indian Accounting Standard (Ind AS) 103 "Business Combinations" relating to accounting for common control business combinations.

ii) Inter-company balances, loan and advances, investments in share have been cancelled.

iii) In accordance with the requirements of para (a) (iii) of Appendix 'C' of Ind AS 103 "Business Combinations", the financial statements of the Company as at end for the year ended 31 March 2017 have been restated as if the business combination had occurred from the beginning of the preceding period i.e. 1 April 2016. The impact of such restatement on the reserves as at 1 April 2016, balance sheet as at 31 March 2017 and the statement of profit and loss for the year ended on that date is as under:

Notes forming part of the Financial Statements

Impact on the reserves as at 1 April 2016 and balance sheet as at 31 March 2017:

	₹ million	₹ million
Assets		
Property, plant and equipment	49.04	
Other non-current financial assets	11.96	
Non-current tax assets (net)	8.12	
Other non-current assets	0.50	
Trade receivables	53.34	
Cash and cash equivalents	3.12	
Other current financial assets	3.68	
Other current assets	1.02	**130.78**
Liabilities		
Long term provisions	1.05	
Trade payables	4.09	
Other financial liabilities	64.19	
Other current liabilities	11.40	
Short term provisions	0.03	**80.76**
Excess of assets over liabilities		**50.02**
Add / (less) : Debit balance in retained earnings		171.30
Value of investment in the books of the Company		(77.92)
Net amount credited to capital reserve as at 1 April 2016		**143.40**

Impact on the statement of profit and loss for the year ended 31 March 2017

	₹ million	₹ million
Revenue		
Revenue from operations	79.77	
Other income	1.17	**80.94**
Expenses		
Operational cost	26.02	
Employee benefits expense	22.68	
Finance costs	0.08	
Depreciation expense	8.83	
Other expenses	21.69	**79.30**
Profit before tax		**1.64**
Tax expenses		-
Net profit after tax		**1.64**
Other Comprehensive Income		
Items that will not be reclassified to profit or loss		
Remeasurement gains and (losses) on defined benefit obligations (net of taxes)		(0.41)
Total comprehensive income for the year		**1.23**

iv) The authorized share capital of the Company has increased by 230,000,000 equity shares of ₹1 each.

b) Demerger of Print Media Business Undertaking

Pursuant to the Scheme,

i) All assets and liabilities of the Print Media Business Undertaking of the Company, which comprises of 'I am in dna of India' project of the Company and the newspaper printing business carried out through PSPL and MIPL, stand transferred to and vested with DMCL at their carrying values on going concern basis with effect from 1 April 2017;

Notes forming part of the Financial Statements

ii) Excess of assets over liabilities amounting ₹46.03 million has been adjusted to the capital reserve of the Company as detailed below:

	₹ million	₹ million
Assets		
Investments in PSPL	109.25	
Investments in MIPL	0.10	
Property, plant and equipment	2.30	
Intangible assets	0.87	
Deferred tax assets	0.91	
Short-term loans and advances	0.09	**113.52**
Liabilities		
Other non-current liabilities	40.81	
Long term provisions	1.69	
Trade payables	0.37	
Short term borrowings	0.26	
Other current financial liabilities	1.68	
Other current liabilities	22.16	
Short term provisions	0.52	**67.49**
Excess of assets over liabilities credited to capital reserve		**46.03**

iii) The Board of Directors of DMCL on 9 October 2017 allotted 117,708,118 equity shares of ₹1 each fully paid up of DMCL to the shareholders of the Company in the ratio of one equity share of ₹1 each of DMCL for every four equity shares of ₹1 each of the Company.

iv) DMCL ceased to be a subsidiary with effect from 1 April 2017.

c) Discontinued Operations

The financial statements of the Print Media Business Undertaking of the Company for the year ended 31 March 2017 and assets and liabilities as at that date, being discontinued operations, have been restated and disclosed separately under discontinued operations as required by the Indian Accounting Standard 105 "Non-current Assets Held for Sale and Discontinued Operations" and Schedule III of the Companies Act, 2013.

Information in respect of discontinued operations i.e., Print Media Business Undertaking is as under:

i) Balance sheet as at 31 March 2017 - Refer note 38(b)(ii) above

ii) Statement of profit and loss for the year ended 31 March 2017

Particulars	₹ million	₹ million
Revenue	-	-
Expenses		
Operational cost	0.63	
Employee benefits expense	29.81	
Finance costs	0.27	
Depreciation and amortization expense	10.45	
Other expenses	13.63	54.79
Profit / (loss) before tax		**(54.79)**
Less: Tax expense		(18.65)
Profit / (loss) for the year		**(36.14)**
Other comprehensive income		
Items that will not be reclassified to profit or loss (net of tax)		(0.03)
Total comprehensive income / (loss) for the year		**(36.17)**

Notes forming part of the Financial Statements

iii) Statement of cash flows for the year ended on 31 March 2017.

		₹ million
i)	Net cash flows from / (used in) operating activities	(42.58)
ii)	Net cash flows from / (used in) investing activities	0.32
iii)	Net cash flows from / (used in) financing activities	0.26
	Net cash inflow / (outflow) during the year	**(42.00)**

39 Disclosure as required by Schedule V(A) (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the year, no loans and advances were given to any subsidiaries, associates or any firm / company in which directors are interested.

40 Earnings per share:

			31-Mar-18	31-Mar-17
(a)	Profit/(loss) after tax from continuing operations (₹/million)		406.25	419.29
(b)	Profit/(loss) after tax from discontinued operations (₹/million)		-	(36.14)
(c)	Profit/(loss) after tax from continuing and discontinued operations (₹/million)		406.25	383.15
(d)	Weighted average number of equity shares for basic and diluted earnings per share (Nos.)		470,789,505	470,789,505
(e)	Nominal value of each equity share (₹)		1.00	1.00
(f)	Basic and diluted earnings per share - continuing operations (₹)	(a) / (d)	0.86	0.89
(g)	Basic and diluted earnings per share - discontinued operations (₹)	(b) / (d)	-	(0.08)
(h)	Basic and diluted earnings per share - continuing and discontinued operations (₹)	(c) / (d)	0.86	0.81

41 Corporate Social Responsibility (CSR)

During the year the Company has spent ₹5.50 millions (2017: ₹3.37 millions) towards CSR initiatives as required by Section 135 read with Schedule VII of the Companies Act, 2013. CSR spend has been charged to the statement of profit and loss under "Other expenses' in line with ICAI note issued in May 2015.

42 Segment information

The financial statements of the Company contain both the consolidated financial statements as well as separate financial statements. Hence, the Company has presented segment information on the basis of consolidated financial statements as permitted by Ind AS 108 "Operating Segments". The Company has only one major identifiable business segment viz. broadcasting of satellite television channels.

Notes forming part of the Financial Statements

43 Dividend paid and proposed

	31-Mar-18	31-Mar-17
(a) Dividends on equity shares declared and paid		
Dividend paid in current year for the year ended 31 March 2017 : ₹0.00 per share (paid in previous year for the year ended 31 March 2016 : ₹0.15 per share)	-	70.62
Dividend distribution tax on above	-	14.37
(b) Proposed dividends on equity shares		
Dividend proposed for the year ended 31 March 2018 and 2017	-	-

44 A Financial instruments

a Financial risk management objective and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Board provides guidance for overall risk-management, as well as policies covering specific areas such as credit risk, liquidity risk and investment of excess liquidity.

(i) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks. Financial instruments affected by market risk includes borrowings, deposits and other financial instruments.

1 Interest rate risk

This refers to risk to Company's cash flow and profits on account of movement in market interest rates.

For the Company the interest risk arises mainly from interest bearing borrowings which are at floating interest rates. To mitigate interest rate risk, the Company closely monitors market interest and as appropriate makes use of optimized borrowing mix / composition etc. Vehicle loans carrying fixed coupon rate and hence not considered for calculation of interest rate sensitivity of the Company.

(a) Interest rate risk exposure

₹ million

	31-Mar-18	31-Mar-17
Variable rate borrowings	1,238.31	1,063.16
Fixed rate borrowings	16.69	26.21
Total borrowings	**1,255.00**	**1,089.37**

(b) Interest rate sensitivity analysis

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rate of 50 basis points increase or decrease. The calculations are based on the variable rate borrowings outstanding at balance sheet date. All other parameters are held constant.

Notes forming part of the Financial Statements

₹ million

Impact on profit before tax	31-Mar-18	31-Mar-17
	Gain / (Loss)	
Interest rate - increase by 50 basis points	(6.19)	(5.32)
Interest rate - decrease by 50 basis points	6.19	5.32

2 **Foreign currency risk**

Currency risk is the risk that the fair value or future cash flows fluctuate because of changes in market prices. The Company is exposed to foreign exchange risk on their receivables and payables which are mainly held in the United State Dollar ("USD"), the Euro ("EUR") and the Great Britain Pound ("GBP"). Consequently, the Company is exposed primarily to the risk that the exchange rate of the Indian Rupees ("INR") relative to the USD, the EUR and the GBP may change in a manner that has an effect on the reported values of the Company's assets and liabilities that are denominated in these foreign currencies. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to unhedged foreign currency exposure at the end of the reporting period:

Currencies	Assets as at		Liabilities as at	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
USD	88.41	70.62	74.76	73.99
GBP	0.26	-	2.03	2.01
EUR	0.05	-	-	-

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in the USD, EUR and GBP with all other variables held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

Currencies	Sensitivity			
	31-Mar-18		31-Mar-17	
	₹ depreciate by 10%	₹ appreciate by 10%	₹ depreciate by 10%	₹ appreciate by 10%
	Gain / (Loss)		Gain / (Loss)	
USD	1.36	(1.36)	(0.34)	0.34
GBP	(0.18)	0.18	(0.20)	0.20
EUR	0.01	(0.01)	-	-

(ii) **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits given, investments and balances at bank.The Company measures the expected credit loss of trade receivables based on financial conditions / market practices, credit track record in the market, analysis of historical bad debts and past dealings for extension of credit to customers. Individual credit limits are set accordingly. The Company monitors the payment track record of the customers and ageing of receivables. Outstanding customer receivables are regularly monitored. The Company considers the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken advances and security deposits from some of its customers, which mitigate the credit risk to an extent.

Notes forming part of the Financial Statements

Ageing analysis of trade receivables has been considered from the date the invoice falls due:

₹ million

	31-Mar-18	31-Mar-17
Trade receivables (unsecured)		
Up to six months	1,474.38	1,224.56
More than six months	274.42	63.51
Total (A)	**1,748.80**	**1,288.07**

Movement in allowances for bad and doubtful debts during the year was as follows :

₹ million

	31-Mar-18	31-Mar-17
As at beginning of the year	17.89	35.70
Add / (less) : Provided during the year	135.24	5.88
Add / (less) : Reversal during the year	-	(23.69)
As at end of the year (B)	**153.13**	**17.89**
Net trade receivables (A-B)	**1,595.67**	**1,270.18**

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in redeemable preference shares, optionally convertible debentures, compulsorily convertible debentures and other debt instruments. Security deposits against leasing of premises are refundable upon closure of the lease and credit risk associated with such deposits is relatively low.

The following table gives details in respect of percentage of revenues generated from top 10 customers :

₹ million

	31-Mar-18	31-Mar-17
Revenues generated from top 10 customers	43%	39%

(iii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – borrowings, trade payables and other financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. It maintains adequate sources of financing including loans, debt and overdraft from banks. It also enjoys strong access to domestic capital markets across various debt instruments.

Exposure to liquidity risk

The table below provides details regarding the contractual maturities of financial liabilities (including interest accrued) at the reporting date. The contractual cashflow amounts are gross and undiscounted.

Notes forming part of the Financial Statements

As at 31 March 2018

₹ million

	Less than 1 year	Between 1 to 5 years	Beyond 5 years
Financial liabilities			
Long-term borrowings *	-	417.90	221.20
Short-term borrowings	606.31	-	-
Trade payables	425.78	-	-
Other current financial liabilities	1,007.17	-	-
Other non-current financial liabilities	-	101.86	-
Total	**2,039.26**	**519.76**	**221.20**

* Current maturities of borrowings aggregating ₹14.62 million form part of other current financial liabilities hence the same is not considered separately in borrowings

As at 31 March 2017

₹ million

	Less than 1 year	Between 1 to 5 years	Beyond 5 years
Financial liabilities			
Long-term borrowings *	-	484.88	-
Short-term borrowings	431.16	-	-
Trade payables	365.34	-	-
Other current financial liabilities	996.15	-	-
Other non-current financial liabilities	-	90.00	-
Total	**1,792.65**	**574.88**	**-**

* Current maturities of borrowings aggregating ₹179.85 million form part of other current financial liabilities hence the same is not considered separately in borrowings

B Capital management

Risk management

The Company manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / retire debt. The primary objective of the Company's capital management is to maximize the shareholders' value.

For the purpose of the Company's capital management, equity includes issued capital, securities premium and other reserves. Net debt includes loans less cash and bank balances. The Company manages capital by monitoring gearing ratio which is net debt divided by equity plus net debt.

Notes forming part of the Financial Statements

₹ million

	31-Mar-18	31-Mar-17
The capital composition is as follows:		
Gross debt (inclusive of long term and short-term borrowing)	1,255.00	1,089.37
Less: Cash and bank balances*	(78.56)	(367.16)
Net debt	**1,176.43**	**722.21**
Total equity	6,779.77	6,423.57
Total capital	**7,956.20**	**7,145.78**
Gearing ratio	15%	10%

* Including deposits with banks having original maturity period of more than twelve months of ₹36.12 million (2017: ₹17.84 million) shown under other current and non-current financial assets

Loan covenants

Borrowings contain certain debt covenants relating to limitation on net debt to EBITDA ratio and debt service coverage ratio. The Company has also satisfied all other debt covenants prescribed in the respective sanction of bank loan.

C Fair value measurements

(i) Financial instruments by category

₹ million

		31-Mar-18		31-Mar-17	
		Carrying amount	Fair value	Carrying amount	Fair value
	Financial assets (other than investments in subsidiaries and associates which are carried at cost)				
i)	**Measured at amortized cost**				
	Non-current assets				
	Investments	4,662.66	4,662.66	4,662.66	4,662.66
	Other financial assets	53.01	53.01	47.82	47.82
	Current assets				
	Trade receivables	1,595.67	1,595.67	1,270.18	1,270.18
	Cash and cash equivalents and other bank balances	42.73	42.73	349.62	349.62
	Other financial assets	32.47	32.47	8.41	8.41
	Total financial assets measured at amortized cost	**6,386.54**	**6,386.54**	**6,338.68**	**6,338.68**
ii)	**Measured at fair value through other comprehensive income**				
	Non-current assets				
	Investment #	0.00	0.00	0.00	0.00
	Current assets				
	Investment *	-	-	-	-
	Total financial assets measured at fair value through OCI	**0.00**	**0.00**	**0.00**	**0.00**
	Financial liabilities				
i)	**Measured at amortized cost**				
	Non-current liabilities				
	Borrowings	628.03	628.03	479.47	479.47
	Other financial liabilities	101.86	101.86	90.00	90.00
	Current liabilities				
	Borrowings	606.31	606.31	431.16	431.16
	Trade payable	425.78	425.78	365.34	365.34
	Other financial liabilities	1,007.17	1,007.17	996.15	996.15
	Total financial liabilities measured at amortized cost	**2,769.15**	**2,769.15**	**2,362.12**	**2,362.12**

Notes forming part of the Financial Statements

represents ₹50 only.
* investment as at 31 March 2018 is fully impaired.

(ii) Fair value hierarchy

The fair values of the financial assets and liabilities are the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian Accounting Standards. An explanation for each level is given below.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in this level.

(iii) Financial assets measured at fair value through other comprehensive income at each reporting date

₹ million

	31-Mar-18		31-Mar-17	
	Level 3	Carrying amount	Level 3	Carrying amount
Non-current financial assets				
Investment #	0.00	0.00	0.00	0.00
Current financial assets				
Investment *	-	-	-	-

represents ₹ 50 only.
* investment as at 31 March 2018 is fully impaired.

(iv) Non-current financial assets (other than investment in subsidiaries and associates measured at cost) and financial liabilities measured at amortized cost at each reporting date:

₹ million

	31-Mar-18		31-Mar-17	
	Level 3	Carrying amount	Level 3	Carrying amount
Non-current financial assets				
Investments	4,662.66	4,662.66	4,662.66	4,662.66
Other financial assets	53.01	53.01	47.82	47.82
Non-current financial liabilities				
Borrowings	628.03	628.03	479.47	479.47
Other financial liabilities	101.86	101.86	90.00	90.00

(a) The Company's borrowings that have been contracted at floating rates of interest are reset at short intervals. Accordingly, the carrying value of such borrowings approximates fair value.

(b) The fair values for other non-current financial assets and liabilities and long-term borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value

Notes forming part of the Financial Statements

hierarchy due to the use of unobservable inputs.

(c) The carrying amounts of trade receivables, cash and bank balances, current borrowings, trade payables and other current financial liabilities are considered to be approximately equal to the fair value due to the short-term maturities of these financial assets/liabilities.

(d) There have been no transfers between level 1, level 2 and level 3 for the years ended 31 March 2018 and 31 March 2017

45 Gratuity and other long-term benefit plans

The disclosure of employee benefits as defined in the Ind AS 19 - "Employee Benefits" are given below:

(a) Defined contribution plan:

"Contribution to provident and other funds" is recognized as an expense in note 25 "Employee benefits expense" of the statement of profit and loss.

(b) The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for gratuity is non funded.

Details of post retirement gratuity plan are as follows:

₹ million

		31-Mar-18	31-Mar-17
I.	**Expenses recognized during the year in statement of profit and loss**		
1	Current service cost	19.81	13.87
2	Interest cost	8.64	8.08
	Net expenses recognized in the statement of profit and loss	**28.45**	**21.95**
II.	**Expenses recognized during the year in other comprehensive income (OCI)**		
	Actuarial (gain) / loss arising from:		
	- Changes in financial assumptions	(2.55)	4.98
	- Changes in demographic assumptions	-	-
	- experience variance	8.74	(3.29)
	Net expenses recognized in other comprehensive income (OCI)	**6.19**	**1.69**
III.	**Net liability recognized in the balance sheet as at 31 March**		
1	Present value of defined benefit obligation (DBO)	133.62	116.74
2	Net liability	133.62	116.74
IV.	**Reconciliation of opening and closing balance of defined benefit obligation**		
1	Defined benefit obligation as at the beginning of the year	116.74	103.76
2	Expense as per I above	28.45	21.95
3	Other comprehensive income as per II above	6.19	1.69
4	Benefits paid	(17.76)	(9.81)
	Defined benefit obligation as at the end of the year for continuing and discontinued operations	**133.62**	**117.59**
	Less: Transferred to discontinued operations (Refer note 38 (b))	-	(0.85)
	Defined benefit obligation as at the end of the year for continuing operations	**133.62**	**116.74**
V.	**Maturity analysis of projected benefit obligation**		

Notes forming part of the Financial Statements

₹ million

		31-Mar-18	31-Mar-17
	Projected benefits payable in future years from the date of reporting		
1	Expected benefits for year 1	26.85	20.20
2	Expected benefits for year 2 to year 5	29.48	25.35
3	Expected benefits for year 5 to year 10	42.55	35.72
4	Expected benefits beyond year 10	238.20	198.04
VI.	**Actuarial assumptions**		
1	Discount rate (per annum)	7.60%	7.40%
2	Expected rate of salary increase (per annum)	6.50%	6.50%
3	Mortality table	Indian Assured Lives mortality (2006-08)	Indian Assured Lives mortality (2006-08)
4	Attrition rate (per annum) -		
	Service up to 30 years	12%	12%
	Service between 31 years and 44 years	7%	7%
	Service above 44 years	3%	3%

VII. Quantitative sensitivity analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points while holding all other assumptions constant.

₹ million

	31-Mar-18	31-Mar-17
Projected benefit obligation on current assumptions	133.63	116.85
Increase by 1% in discount rate	122.07	106.31
Decrease by 1% in discount rate	147.23	129.30
Increase by 1% in rate of salary increase	147.25	128.21
Decrease by 1% in rate of salary increase	121.86	107.02
Increase by 1% in rate of employee turnover	134.67	117.53
Decrease by 1% in rate of employee turnover	131.75	115.50

Notes:

(a) The amount recognized as expenses and included in note 25 'Employee benefits expense' are gratuity ₹19.08 million net of capitalization (2017: ₹ 13.43 million net of capitalization) and leave encashment ₹27.74 million (2017: ₹20.73 million net of amount capitalized). Net interest cost on defined benefit obligation recognized in note 26 'Finance costs' is ₹8.64 million (2017: ₹8.08 million). The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

VIII. The Company is exposed to various actuarial risks which are as follows:

(a) Interest rate risk - The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the defined benefit and will thus result in an increase in the value of the liability.

(b) Liquidity risk - This is the risk that the Company is not able to meet the short-term benefit payouts. This

Notes forming part of the Financial Statements

may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(c) Salary escalation risk - The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(d) Regulatory risk - Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹20,00,000).

(e) Demographic risk - The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse as compared to the assumptions.

(c) Other long-term benefits

The obligation for leave benefits (non funded) is also recognized using the projected unit credit method and accordingly the long term paid absences have been valued.

46 Collateral / security pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the Company are as under:

₹ million

Particulars	31-Mar-18	31-Mar-17
Property, plant and equipment	1,652.14	986.55
Other current and non-current financial assets	7,210.74	1,628.21
Other current and non-current assets	1,160.19	298.21
Total assets pledged	**10,023.07**	**2,912.97**

47 Related party disclosures

(A) List of parties where control exists:

i) Direct subsidiaries

Zee Akaash News Private Limited (extent of holding 60%)
Ez-Mall Online Limited (wholly owned subsidiary - incorporated on 21 June 2017)
Mediavest India Private Limited (extent of holding 100%) ^
Pri-Media Services Private Limited (extent of holding 100%) ^
Maurya TV Private Limited $

ii) Indirect subsidiary

Diligent Media Corporation Limited (extent of holding 100%) ^

iii) Associates

Today Merchandise Private Limited (extent of holding 49% w.e.f. 01 October 2016)
Today Retail Network Private Limited (extent of holding 49% w.e.f. 01 October 2016)

iv) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year

ATL Media Limited, Creantum Securities Private Limited, Cyquator Media Services Private Limited, Digital Subscriber Management and Consulting Private Limited, Diligent Media Corporation Limited, Dish TV India Limited, Essel Business Excellence Services Limited, Essel Corporate Resources Private Limited, Essel Finance

Notes forming part of the Financial Statements

VKC Forex Limited, Essel Realty Private Limited, Essel Vision Productions Limited, India Webportal Private Limited, Jay Properties Private Limited, Pan India Network Limited, Planetcast Media Services Limited (upto 31 March 2017), Sarthak Entertainment Private Limited, Siti Networks Limited, Subhash Chandra Foundation (formerly Dr. Subhash Chandra Foundation), Taj Television (India) Private Limited (upto 28 February 2017), Zee Digital Convergence Limited, Zee Entertainment Enterprises Limited, Zee Learn Limited, Zee Turner Limited, Zee Unimedia Limited.

v) **Key Management Personnel / Directors**

Dr. Subhash Chandra (Non-executive Chairman upto 23 May 2016), Rajiv Singh (Executive Director & COO w.e.f. 09 September 2016), Jagdish Chandra (Executive Director - Regional News Channels w.e.f. 03 February 2017), Rajendra Kumar Arora (Executive Director & CEO from 24 May 2016 to 30 August 2016), Rashmi Aggarwal, Kanta Devi Allaria, Surjit Banga and Uma Mandavgane.

^ Demerged w.e.f. 01 April 2017 and became other related party.
$ Merged with the Company w.e.f. 01 April 2017 (Refer note 38)

(B) Transactions with related parties:

₹ million

		31-Mar-18	31-Mar-17
(i)	**With Subsidiary Company**		
	- Zee Akaash News Private Limited		
	• Channel subscription fees paid	10.00	21.85
	• Other operational expenses paid	14.50	41.28
	• Reimbursement amount to be collected	0.20	-
	• Dividend income received	60.00	-
	- Ez-mall Online Limited		
	• Investment in equity shares	80.00	-
	• Investment in optionally convertible debentures	117.50	-
	- Pri - Media Services Private Limited		
	• Interest income on debentures	-	0.06
	• Commission received on guarantee fees	-	22.86
	• Printing and stationery expense	-	1.35
	• Debentures (CCD) converted into non-convertible debentures	-	1,100.00
	- Mediavest India Private Limited		
	• Debentures (CCD) converted into non-convertible debentures	-	3,262.66
	- Diligent Media Corporation Limited		
	• Rent paid	-	6.00
	• Advertisement and publicity expenses	-	30.72
	• Legal and professional expenses	-	0.15
	• Printing and stationery expenses	-	0.07
	• Advertisement revenue received	-	0.55
	• Reimbursement of expenses received	-	6.62
	• Loans advances and deposits given	-	105.68
	• Sale of investment in debentures against issue of preference shares	-	4,362.66
(ii)	**With associates:**		
	- Today Merchandise Private Limited		
	• Investment in equity shares	-	368.80
	• Investment in debentures	70.00	75.60
	• Interest income on debentures	0.05	0.00
	• Advance received from customers	-	65.00

Notes forming part of the Financial Statements

(B) Transactions with related parties:

₹ million

		31-Mar-18	31-Mar-17
	• Deposits received from customers	-	275.00
	• Deposits received from customers refunded	-	145.00
	• Channel management fee received	65.58	-
	- Today Retail Network Private Limited		
	• Investment in equity shares	-	28.92
	• Interest income on debentures	0.01	0.00
(iii)	**With Key Management Personnel / Directors**		
	- Remuneration to executive directors	**11.72**	**14.76**
	• Rajendra Kumar Arora	-	9.41
	• Rajiv Singh	11.72	5.35
	• Jagdish Chandra	0.00	0.00
	• Commission to non-executive directors	**2.00**	**1.66**
	• Sitting fees paid to non-executive directors	**0.82**	**1.58**
(iv)	**With Other related parties**		
	- Revenue from broadcasting services	**690.03**	**675.20**
	• India Webportal Private Limited	90.61	93.11
	• Zee Entertainment Enterprises Limited	551.53	439.65
	• Taj Television (India) Private Limited	-	99.55
	• Other related parties	47.89	42.89
	- Sale of television programs	**57.29**	**65.84**
	• ATL Media Limited	57.29	65.84
	- Reimbursement of expenses received	**8.20**	**-**
	• Diligent Media Corporation Limited	5.45	-
	• Siti Networks Limited	2.75	-
	- Other operating revenue	**6.00**	**0.50**
	• Zee Digital Convergence Limited	6.00	0.50
	- Financial guarantee fee income	**13.50**	**-**
	• Diligent Media Corporation Limited	13.50	-
	- Sale of property, plant and equipment	**-**	**1.74**
	• Zee Unimedia Limited	-	1.74
	- Purchase of property, plant and equipment	**2.85**	**4.66**
	• Zee Digital Convergence Limited	-	4.11
	• Digital Subscriber Management and Consulting Private Limited	2.70	-
	• Dish TV India Limited	-	0.55
	• Other related parties	0.15	-
	- Lease-line and V-Sat expenses*	**20.83**	**47.28**
	• Dish TV India Limited	20.83	22.17
	• Planetcast Media Services Limited	-	25.11
	- Telecast cost *	**101.01**	**96.13**
	• Dish TV India Limited	45.37	43.23
	• Zee Entertainment Enterprises Limited	55.64	45.28
	• Other related parties	-	7.62

Notes forming part of the Financial Statements

(B) Transactions with related parties:

₹ million

	31-Mar-18	31-Mar-17
- Rent paid *	**177.74**	**124.10**
• Zee Entertainment Enterprises Limited	177.74	124.10
- Marketing distribution and business promotion expenses	**133.76**	**124.63**
• Siti Networks Limited	91.22	82.63
• Dish TV India Limited	42.00	42.00
• Other related parties	0.54	-
- Commission expenses *	**320.67**	**246.21**
• Zee Unimedia Limited	320.67	246.21
- Reimbursement of electricity expenses *	**53.00**	**41.35**
• Zee Entertainment Enterprises Limited	53.00	41.35
- Advertisement and publicity expenses	**4.80**	**3.90**
• India Webportal Private Limited	-	2.86
• Zee Entertainment Enterprises Limited	3.01	1.04
• Diligent Media Corporation Limited	1.79	-
- Other services	**88.64**	**106.63**
• Zee Entertainment Enterprises Limited	11.79	27.24
• Essel Corporate Resources Private Limited	11.65	21.12
• Essel Business Excellence Services Limited	42.51	31.21
• Zee Digital Convergence Limited	13.84	23.47
• Other related parties	8.85	3.58
- Purchase of foreign currency	**4.34**	**2.92**
• Essel Finance VKC Forex Limited	4.34	2.92
- Corporate Social Responsibility expenses	**5.50**	**3.37**
• Subhash Chandra Foundation	5.50	3.37
- Investment in equity shares	**-**	**0.00**
• Subhash Chandra Foundation	-	0.00
- Amount reimbursed to	**-**	**22.95**
• Zee Unimedia Limited	-	22.95
(C) Balances at the end of the year:		
(i) Subsidiary Company		
- Ez-mall Online Limited		
• Investment in equity shares	80.00	-
• Investment in optionally convertible debentures	117.50	-
- Zee Akaash News Private Limited		
• Investment in equity share capital	83.28	83.28
• Trade payables	91.54	85.46
• Other payables	-	4.40
• Trade receivables	-	0.09
- Pri - Media Services Private Limited		
• Investment in equity share capital	-	0.10
• Corporate guarantee given	-	3,049.23
• Recognition of financial guarantee fees	-	109.16

Notes forming part of the Financial Statements

(C) Balances at the end of the year:

₹ million

		31-Mar-18	31-Mar-17
	- Mediavest India Private Limited		
	• Investment in equity share capital	-	0.10
	- Diligent Media Corporation Limited		
	• Loans advances and deposits given	-	112.30
	• Trade receivables	-	0.44
	• Investment in preference share capital	-	4,362.66
	• Corporate guarantee given	-	200.00
(ii)	**Associates:**		
	- Today Merchandise Private Limited		
	• Investment in equity shares	368.80	368.80
	• Investment in debentures	145.60	75.60
	• Advance received from customers	-	65.00
	• Deposits received from customers	130.00	130.00
	• Trade receivables	11.08	-
	- Today Retail Network Private Limited		
	• Investment in equity shares	28.92	28.92
	• Investment in debentures	0.10	0.10
(iii)	**With Key Management Personnel / Directors**		
	· Commission payable to non-executive directors	**2.00**	**1.66**
(iv)	**Other related parties**		
	- Investment in preference share capital	**4,362.66**	**-**
	• Diligent Media Corporation Limited	4,362.66	-
	- Trade receivables	**242.40**	**205.42**
	• ATL Media Limited	57.29	60.67
	• Zee Entertainment Enterprises Limited	128.02	36.40
	• India Webportal Private Limited	26.45	77.25
	• Dish TV India Limited	4.47	22.75
	• Other related parties	26.17	8.35
	- Loans advances and deposits given / other receivables	**169.24**	**25.28**
	• Essel Business Excellence Services Limited	14.40	14.53
	• Zee Entertainment Enterprises Limited	5.17	5.17
	• Diligent Media Corporation Limited	117.96	-
	• Zee Unimedia Limited	23.74	1.83
	• Other related parties	7.98	3.75
	- Trade payables / other payables	**651.60**	**420.97**
	• Dish TV India Limited	113.66	102.71
	• Zee Entertainment Enterprises Limited	209.60	82.44
	• Siti Networks Limited	74.22	65.48
	• Zee Unimedia Limited	162.71	95.11
	• Other related parties	91.41	75.24
	- Advances and deposits received	**6.55**	**0.16**
	• Pan India Network Limited	0.15	0.15
	• Essel Vision Productions Limited	0.02	0.02
	• Essel Realty Private Limited	6.38	-

Notes forming part of the Financial Statements

(C) Balances at the end of the year:

₹ million

	31-Mar-18	31-Mar-17
- Investment in equity shares	**0.00**	**0.00**
• Subhash Chandra Foundation	0.00	0.00
- Corporate guarantee given (including premium accrued on debentures issued)	**3,612.09**	**-**
• Diligent Media Corporation Limited	3,612.09	-

(a) * includes expenses capitalized

(b) The above disclosures are excluding Ind AS adjustments.

(c) Parties with transaction less than 10% of the group total are grouped under the head "Other related parties".

(d) Remuneration to executive directors is based on Form 16 issued under the Income Tax Act, 1961 and excludes leave encashment ₹0.53 million (2017: ₹0.25 million) and gratuity ₹0.01 million (2017: ₹0.00 million) provided on the basis of actuarial valuation.

(e) Corporate guarantee outstanding includes ₹912.09 million (2017: ₹549.23 million), being premium accrued and payable at the time of redemption of debentures.

(f) Transaction pursuant to the Scheme of Arrangement and Amalgamation (refer note 38) are not included in above details.

48 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

₹ million

	As at 31 March 2017	Cash inflows	Cash outflows	Non-cash changes related to interest	As at 31 March 2018
Long-term borrowings (including current maturities)	659.32	624.19	(641.43)	0.57	**642.65**
Short-term working capital loan	-	300.00	(300.00)	-	**-**

49 During the year ended 31 March 2017, the Board had approved acquisition of initial 49% Equity stake in the Radio Broadcasting business of Reliance Broadcast Network Limited (RBNL). The said proposal is awaiting approval from Ministry of Information and Broadcasting.

50 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classifications / disclosures.

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Financial Ratios and Analysis

Year ended March 31,		Consolidated					Standalone				
		2018	2017*	2016	2015	2014	2018	2017*	2016	2015	2014
Financial Performance											
Advertisement Income/Income from Operations	(%)	88.3	82.7	73.9	72.4	65.8	87.7	86.0	72.7	70.7	62.4
Subscription Income/Income from Operations	(%)	8.2	8.7	16.8	18.4	29.8	9.3	12.3	23.8	26.3	32.8
Operating Profit/Income from Operations	(%)	18.0	12.4	14.5	7.0	7.6	20.1	20.5	15.2	10.7	5.3
Other Income/Total Income	(%)	1.6	3.7	3.3	1.7	6.6	2.6	3.8	3.5	2.9	7.7
Operational Cost/Income from Operations	(%)	19.0	25.1	24.5	29.1	19.7	16.8	17.6	19.7	24.2	20.3
Employee Benefits Expense/Income from Operations	(%)	23.8	22.9	26.9	29.6	29.6	23.1	22.5	28.2	29.3	29.1
Other Expenses/Income from Operations	(%)	39.2	39.6	34.2	34.5	43.1	39.9	39.4	37.0	35.8	45.2
Total Operating Cost/Income from Operations	(%)	82.0	87.6	85.5	93.0	92.4	79.9	79.5	84.8	89.3	94.7
Finance Cost/Income from Operations	(%)	3.0	8.7	9.0	9.7	3.1	3.4	3.8	3.3	3.5	3.4
Tax/Income from Operations	(%)	3.9	(0.9)	0.1	(2.3)	2.2	3.6	4.1	2.6	1.1	1.2
Profit for the year/Total Income	(%)	3.4	(3.4)	(1.5)	(8.4)	5.3	7.8	9.4	5.6	1.6	5.7
Tax / PBT	(%)	44.7	23.2	(12.2)	22.3	25.6	31.0	29.6	31.3	41.2	16.7
Dividend Payout/Profit for the year	(%)	-	-	(83.4)	-	-	-	-	31.9	-	-
Dividend Payout/Effective Net Worth	(%)	-	-	1.3	-	-	-	-	1.1	-	-
Balance Sheet											
Debt-Equity Ratio (Total Loans/Effective Net Worth)	(x)	0.2	0.8	0.7	1.2	0.5	0.2	0.1	0.2	0.3	0.5
Current Ratio (Current Assets/Current Liabilities)	(x)	0.9	1.2	1.7	0.6	1.9	0.9	0.9	1.4	1.2	1.8
Capital Output Ratio (Income from Operations/Effective Capital Employed)	(x)	0.7	0.6	0.6	0.7	0.9	0.6	0.5	0.5	0.7	0.9
Tangible and Intangible Assets Turnover (Income from Operations/Tangible and Intangible Assets)	(x)	2.4	0.9	0.9	0.9	2.4	2.4	2.4	3.6	3.6	2.4
Cash & Cash equivalents/Effective Capital Employed	(%)	1.3	5.3	8.2	4.4	4.6	0.5	4.7	7.8	5.6	3.4
RONW (Profit for the year/Effective Net Worth)	(%)	2.9	(3.8)	(1.6)	(13.0)	8.2	6.0	5.9	3.6	1.5	8.5
ROCE (PBIT/Effective Capital Employed)	(%)	8.9	5.3	5.5	(0.4)	9.3	9.5	9.4	6.3	4.5	8.1
Per Share Data #											
Revenue Per Share	(₹)	12.3	11.7	11.5	15.0	14.0	10.8	8.3	8.1	10.5	12.7
Dividend Per Share	(₹)	-	-	0.2	-	-	-	-	0.2	-	-
Indebtedness Per Share	(₹)	2.6	8.4	7.9	12.1	4.6	2.6	1.9	2.1	3.4	4.6
Earnings Per Share	(₹)	0.9	0.8	0.5	(1.3)	0.8	0.9	0.8	0.5	0.2	0.8
P.E Ratio (Share Price as of March 31,)	(x)	44.1	43.6	38.6	(13.9)	17.8	44.1	43.6	38.6	104.0	17.9

Notes:
* The figures for year 2017 have not been restated in financial highlights and ratios.
# Annualised

Financial Highlights of Previous Five Years

Year ended March 31,	Consolidated					Standalone				
	As per Ind-AS			As per previous GAAP		As per Ind-AS			As per previous GAAP	
	2018	2017	2016	2015	2014	2018	2017	2016	2015	2014
Revenue Account										
Income from Operations	5,780.2	5,502.8	5,429.6	5,443.3	3,351.6	5,101.8	3,900.7	3,836.1	3,802.3	3,048.6
Total Operating Cost	4,738.8	4,819.0	4,642.3	5,061.7	3,096.8	4,076.4	3,099.3	3,254.9	3,395.3	2,886.1
Operating Profit	1,041.4	683.8	787.3	381.7	254.8	1,025.4	801.4	581.2	406.9	162.5
% to Income from Operations	18.0%	12.4%	14.5%	7.0%	7.6%	20.1%	20.5%	15.2%	10.7%	5.3%
Other Income	93.8	211.4	186.4	94.4	235.8	138.3	152.6	137.9	114.8	253.2
PBIDT	1,135.2	895.2	973.7	476.1	490.6	1,163.6	954.0	719.1	521.8	415.7
Finance Cost	175.9	480.3	486.9	526.3	103.4	174.3	148.1	126.5	131.3	103.3
Depreciation and Amortisation Expense	410.3	405.3	465.7	504.9	160.7	400.9	264.2	270.4	285.7	146.4
Profit/(loss) before share of profit / (loss) of associates and exceptional items	549.0	9.6	21.1	(555.1)	226.5	588.4	541.7	322.2	104.8	166.0
Share of profit / (loss) of associates	(45.8)	(29.9)	-	-	-	-	-	-	-	-
Profit/(loss) before exceptional items and tax	503.2	(20.3)	21.1	(555.1)	226.5	588.4	541.7	322.2	104.8	166.0
Exceptional Items	-	(188.8)	(61.5)	-	59.9	-	-	-	-	59.9
Profit Before Tax	503.2	(209.1)	(40.4)	(555.1)	286.4	588.4	541.7	322.2	104.8	225.8
Tax	224.9	(48.5)	4.9	(123.5)	73.2	182.2	160.2	101.0	43.1	37.7
Profit after Tax & before Non Controlling Interests	278.4	(160.6)	(45.4)	(431.5)	213.2	406.3	381.5	221.2	61.7	188.2
Non Controlling Interests	(80.7)	(36.4)	(39.3)	(35.0)	(23.9)	-	-	-	-	-
Profit for the year	197.7	(197.0)	(84.7)	(466.5)	189.3	406.3	381.5	221.2	61.7	188.2
% to Revenue	3.4%	-3.4%	-1.5%	-8.4%	5.3%	7.8%	9.4%	5.6%	1.6%	5.7%
Dividend	-	-	70.6	-	-	-	-	70.6	-	-
Dividend Rate %	-	-	15.0%	-	-	-	-	15.0%	-	-
Capital Account										
Equity Share Capital	470.8	470.8	470.8	362.1	239.8	470.8	470.8	470.8	362.1	239.8
Other equity	6,250.6	4,686.0	4,972.9	3,221.4	2,071.3	6,309.0	5,980.7	5,685.0	3,649.0	1,979.7
Non Controlling Interests	208.0	175.5	139.1	99.8	116.6	-	-	-	-	-
Deferred Tax Balances	(248.9)	(1,501.2)	(1,247.3)	(1,039.9)	(43.5)	(160.6)	(109.0)	(115.8)	(76.1)	(57.1)
Loan Funds	1,234.3	3,959.2	3,731.9	4,386.1	1,114.6	1,234.3	910.9	1,007.5	1,246.6	1,114.6
Capital Employed	**7,914.8**	**7,790.2**	**8,067.5**	**7,029.5**	**3,498.8**	**7,853.5**	**7,253.4**	**7,047.5**	**5,181.6**	**3,277.0**
Effective Capital Employed	8,163.7	9,291.5	9,314.8	8,069.4	3,542.3	8,014.1	7,362.3	7,163.3	5,257.7	3,334.1
Effective Net Worth	6,721.4	5,156.8	5,443.8	3,583.5	2,311.0	6,779.8	6,451.5	6,155.8	4,011.1	2,219.4
Tangible and Intangible Assets	2,391.2	6,082.3	5,938.3	6,304.5	1,405.6	2,122.7	1,631.3	1,078.0	1,054.1	1,268.1
Investments (including Current Investments)	4,662.7	743.6	-	22.3	39.0	5,486.9	5,406.6	4,630.3	3,224.7	122.3
Net Assets	860.9	964.3	2,129.1	702.8	2,054.2	244.0	215.4	1,339.2	902.8	1,886.6
Capital Deployed	**7,914.8**	**7,790.2**	**8,067.5**	**7,029.5**	**3,498.8**	**7,853.5**	**7,253.4**	**7,047.5**	**5,181.6**	**3,277.0**
Closing Market Price Per Share of ₹1	38.1	35.3	18.4	17.7	14.0	38.1	35.3	18.4	17.7	14.0
Market Capitalisation	17,913.5	16,618.9	8,639.0	6,410.0	3,363.9	17,913.5	16,618.9	8,639.0	6,410.0	3,363.9

Independent Auditor's Report

To
The Members of
Zee Media Corporation Limited

1. Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of **Zee Media Corporation Limited** ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates which comprise the consolidated balance sheet as at 31 March 2018, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity 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").

2. 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 including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates 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 consolidated 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.

3. Auditor's 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 of the consolidated financial statements 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 auditor's 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. 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 the 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.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of subsidiaries and associates referred to below in the Other Matters paragraph, 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 associates as at 31 March 2018 and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

5. Other Matters

a) We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs 832.79 million as at 31 March 2018, total revenues of Rs 704.04 million, total net loss after tax of Rs 10.73 million, total comprehensive loss of Rs 10.47 million and total cash outflows of Rs 34.34 million for the year ended on that date, and financial statements of two associates which reflect Group's share of net loss after tax of Rs 45.81 million and total comprehensive loss of Rs 46.16 million for the year ended 31 March 2018, 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 associates and our report in terms of Section 143(3) of the Act, in so far as it relates to these subsidiaries and associates, is based solely on the reports of the other auditors.

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

b) The comparative financial information of the Group and its associates for the year ended 31 March 2017 included in these consolidated financial statements, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated 24 May 2017 expressed an unmodified opinion.

c) The comparative financial information of the Group and its associates for the year ended 31 March 2017 have been restated to comply with the applicable Indian Accounting Standards and Schedule III of the Act, with respect to the Scheme of Arrangement and Amalgamation between the Company and its subsidiaries viz. Diligent Media Corporation Limited, Mediavest India Private Limited, Pri-Media Services Private Limited and Maurya TV Private Limited, as explained in Note 37 of the consolidated financial statements. The financial information of the said subsidiaries for the year ended 31 March 2017 prepared in accordance with Indian Accounting Standards were audited by the respective entity's statutory auditors.

The adjustments made to the previously issued financial information of the Group and its associates for the year ended 31 March 2017, with respect to the above mentioned Scheme of Arrangement and Amalgamation, have been audited by us.

Our opinion on the consolidated financial statements above, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

6. Report on Other Legal and Regulatory Requirements

1. 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 of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

(c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant 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 Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the Directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and associate companies incorporated in India is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditors' reports of the Holding Company, subsidiary companies and associate companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and its associate companies incorporated in India; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates;

ii. The Group and its associates did not have any long-term contracts including derivative contracts having any material foreseeable losses; and

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and its associate companies incorporated in India.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

Annexure - A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 6(1)(f) under "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of Zee Media Corporation Limited on the consolidated financial statements for the year ended 31 March 2018

We have audited the internal financial controls over financial reporting of **Zee Media Corporation Limited** ("the Company" or "the Holding Company"), its subsidiary companies and its associate companies, incorporated in India as of 31 March 2018, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and its associate companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on "Audit of Internal Financial Controls over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and associate companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company, its subsidiary companies and its associate companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors as referred to in Other Matters paragraph below, the Holding Company, its subsidiary companies and its associate companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two subsidiary companies and two associate companies incorporated in India, is based on corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059

Mumbai, 16 May 2018

Consolidated Balance Sheet as at 31 March 2018

₹ million

	Note	31-Mar-18	31-Mar-17 (Restated, refer note 37)
ASSETS			
Non-current assets			
(a) Property, plant and equipment	5	1,890.17	1,142.59
(b) Capital work-in-progress	5	46.93	217.75
(c) Investment property under development	6	35.06	29.29
(d) Goodwill	7	-	30.85
(e) Other intangible assets	7	392.14	321.40
(f) Intangible assets under development	7	26.91	10.10
(g) Investments in associates	8 (a)	467.61	443.76
(h) Financial assets			
(i) Investments	8 (b)	4,662.66	4,662.66
(ii) Other financial assets	9	53.03	47.85
(i) Non-current tax assets (net)	10	32.01	107.55
(j) Deferred tax assets (net)	30 (c)	248.91	133.66
(k) Other non-current assets	11	173.00	162.99
Total non-current assets		**8,028.43**	**7,310.45**
Current assets			
(a) Inventories	12	-	0.41
(b) Financial assets			
(i) Investments	13	-	-
(ii) Trade receivables	14	1,777.83	1,405.93
(iii) Cash and cash equivalents	15 (a)	107.34	448.55
(iv) Bank balances other than cash and cash equivalents	15 (b)	0.29	85.30
(v) Loans	16	20.00	-
(vi) Other financial assets	9	69.28	55.12
(c) Other current assets	11	404.29	306.60
Total current assets		**2,379.03**	**2,301.91**
Assets classified as discontinued operations	37 (b)	**-**	**2,263.48**
Total assets		**10,407.46**	**11,875.84**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17 (a)	470.79	470.79
(b) Other equity	17 (b)	6,250.58	4,686.20
(c) Non-controlling interest		208.02	175.47
Total equity		**6,929.39**	**5,332.46**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	628.03	479.47
(ii) Other financial liabilities	19	101.86	90.00
(b) Provisions	20 (a)	186.05	162.31
(c) Other non-current liabilities	21	15.02	26.99
Total non-current liabilities		**930.96**	**758.77**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	606.31	431.16
(ii) Trade payables	22	478.90	288.21
(iii) Other financial liabilities	19	1,115.20	1,048.11
(b) Other current liabilities	21	275.89	272.42
(c) Provisions	20 (a)	49.05	40.83
(d) Current tax liabilities (net)	20 (b)	21.76	38.75
Total current liabilities		**2,547.11**	**2,119.48**
Liabilities classified as discontinued operations	37 (b)	**-**	**3,665.13**
Total equity and liabilities		**10,407.46**	**11,875.84**
Notes forming part of the consolidated financial statements	1 - 51		

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059
Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31 March 2018

₹ million

	Note	31-Mar-18	31-Mar-17 (Restated, refer note 37)
Continuing operations			
Revenue			
Revenue from operations	23	5,780.16	4,498.32
Other income	24	93.84	166.31
Total		**5,874.00**	**4,664.63**
Expenses			
Operational cost	25	1,098.16	783.74
Employee benefits expense	26	1,375.71	963.69
Finance costs	27	175.87	149.88
Depreciation and amortization expense	28	410.31	274.87
Other expenses	29	2,264.91	1,751.90
Total		**5,324.96**	**3,924.08**
Profit / (loss) before share of profit / (loss) of associates and exceptional items		**549.04**	**740.55**
Share of profit / (loss) of associates	46	(45.81)	(29.87)
Profit / (loss) before exceptional items and tax		**503.23**	**710.68**
Less : Exceptional items		-	-
Profit / (loss) before tax from continuing operations		**503.23**	**710.68**
Less: Tax expense	30		
Current tax		337.93	218.66
Deferred tax charge / (credit)		(113.08)	10.04
Total tax expense		**224.85**	**228.70**
Profit / (loss) after tax from continuing operations (A)		**278.38**	**481.98**
Discontinued operations	37 (c)		
Profit / (loss) before tax from discontinued operations		-	(919.79)
Less: Tax expense / (credit) of discontinued operations		-	(277.22)
Profit / (loss) after tax from discontinued operations (B)		**-**	**(642.57)**
Profit / (loss) for the year (C=A+B)		**278.38**	**(160.59)**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
(i) Re-measurement gains / (losses) of defined benefit obligation	43		
- Continuing operations		(5.93)	(4.17)
- Discontinued operations		-	(3.20)
(ii) Income tax effect on above	30		
- Continuing operations		2.17	1.30
- Discontinued operations		-	1.11
(iii) Share of OCI of associates	46	(0.35)	0.20
Other comprehensive income / (loss) for the year (D)		**(4.11)**	**(4.76)**
Total comprehensive income / (loss) for the year (C+D)		**274.27**	**(165.35)**

Consolidated Statement of Profit and Loss for the year ended 31 March 2018

₹ million

	Note	31-Mar-18	31-Mar-17 (Restated, refer note 37)
Total comprehensive income / (loss) for the year attributable to:			
Owners of the parent		193.58	(201.72)
Non-controlling interest		80.69	36.37
		274.27	**(165.35)**
Of the total comprehensive income above,			
profit / (loss) for the year attributable to:			
Owners of the parent		197.69	(196.96)
Non-controlling interest		80.69	36.37
		278.38	**(160.59)**
Of the total comprehensive income above,			
other comprehensive income / (loss) for the year attributable to:			
Owners of the parent		(4.11)	(4.76)
Non-controlling interest		(0.00)	(0.00)
		(4.11)	**(4.76)**
Earnings per equity share of ₹1 each fully paid up	38		
Continuing operations			
- Basic (₹)		0.42	0.94
- Diluted (₹)		0.42	0.94
Discontinued operations			
- Basic (₹)		-	(1.36)
- Diluted (₹)		-	(1.36)
Continuing and discontinued operations			
- Basic (₹)		0.42	(0.42)
- Diluted (₹)		0.42	(0.42)
Notes forming part of the consolidated financial statements	1 - 51		

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059
Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Consolidated Statement of Changes in Equity for the year ended 31 March 2018

a. Equity share capital

	Note	₹ million
Balance as at 01 April 2016 *		**470.79**
Changes during the year	17 (a)	-
Balance as at 31 March 2017		**470.79**
Changes during the year	17 (a)	-
Balance as at 31 March 2018		**470.79**

b. Other equity

₹ million

	Note	Capital reserve	Capital reserve on account of the Scheme of Arrangement and Amalgamation (Refer note 37 (a))	Securities premium reserve *	General reserve	Retained earnings	Attributable to owners of the parent	Non controlling interest	Total
Balance as at 01 April 2016	37 (a)	**1,790.68**	**-**	**1,892.79**	**112.72**	**1,176.72**	**4,972.91**	**139.10**	**5,112.01**
Profit / (loss) for the year		-	-	-	-	(196.96)	**(196.96)**	36.37	**(160.59)**
Other comprehensive income / (loss) for the year		-	-	-	-	(4.76)	**(4.76)**	0.00	**(4.76)**
Total comprehensive income / (loss) for the year		**-**	**-**	**-**	**-**	**(201.72)**	**(201.72)**	**36.37**	**(165.35)**
Dividend on equity shares	40	-	-	-	-	(70.62)	**(70.62)**	-	**(70.62)**
Tax on dividend on equity shares		-	-	-	-	(14.37)	**(14.37)**	-	**(14.37)**
Balance as at 31 March 2017		**1,790.68**	**-**	**1,892.79**	**112.72**	**890.01**	**4,686.20**	**175.47**	**4,861.67**
Pursuant to the Scheme of Arrangement and Amalgamation	37 (a)	-	143.40	-	-	(174.25)	**(30.85)**	-	**(30.85)**
Pursuant to the Scheme of Arrangement and Amalgamation	37 (b)	(22.27)	(46.03)	-	-	1,469.95	**1,401.65**	-	**1,401.65**
Profit for the year		-	-	-	-	197.69	**197.69**	80.69	278.38
Other comprehensive income / (loss) for the year		-	-	-	-	(4.11)	**(4.11)**	(0.00)	(4.11)
Total comprehensive income / (loss) for the year		**-**	**-**	**-**	**-**	**193.58**	**193.58**	**80.69**	**274.27**
Dividend to non-controlling interest (including tax)		-	-	-	-	-	**-**	(48.14)	**(48.14)**
Balance as at 31 March 2018		**1,768.41**	**97.37**	**1,892.79**	**112.72**	**2,379.29**	**6,250.58**	**208.02**	**6,458.60**

* Refer note 17 (b) (v)

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059
Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Consolidated Statement of Cash Flows for the year ended 31 March 2018

₹ million

			31-Mar-18	31-Mar-17
A.	**Cash flow from operating activities**			
	Profit before tax from continuing operations		503.23	710.68
	Profit/(loss) before tax from discontinued operations		-	(919.79)
			503.23	**(209.11)**
	Adjustments for:			
	Depreciation and amortization expense		410.31	405.33
	Allowances / (reversal) for bad and doubtful debts / advances		136.35	(16.79)
	Liabilities / excess provisions written back		(7.84)	(63.62)
	Guarantee commission income		(13.50)	-
	Re-measurement gains / (losses) of defined benefit obligation		(5.93)	(7.37)
	Unrealised loss / (gain) on exchange adjustments (net)		(0.47)	(1.61)
	Net loss on sale / discard of property, plant and equipment / intangible assets		0.95	194.23
	Interest expense		131.35	150.49
	Premium on redemption of debentures		-	323.97
	Share of (profit) / loss of associates		45.81	29.87
	Interest income		(60.96)	(111.31)
	Operating profit before working capital changes		1,139.30	694.08
	Adjustments for:			
	(Increase) / decrease in inventories		0.41	(41.29)
	(Increase) / decrease in trade and other receivables		(645.71)	(504.06)
	Increase / (decrease) in trade and other payables		444.96	828.81
	Cash generated from operations		**938.96**	**977.54**
	Direct taxes paid (net)		(279.39)	(27.01)
	Net cash flow from/(used in) operating activities	**(A)**	**659.57**	**950.53**
B.	**Cash flow from investing activities**			
	Purchase of property, plant and equipment, intangible assets and capital work in progress		(1,026.31)	(673.53)
	Sale of property, plant and equipment and intangible assets		3.28	111.90
	Loan given to others		(20.00)	-
	Loan repaid by others		-	300.00
	Dividend to non-controlling interest (including tax)		(48.14)	-
	Investment towards acquisition of associate companies		-	(397.72)
	Purchase of non-current investments		-	(300.00)
	Investment in debentures of associate companies		(70.00)	(75.70)
	(Increase) / decrease in deposits with banks (net)		67.77	(27.18)
	Interest received		65.49	107.96
	Net cash flow from/(used in) investing activities	**(B)**	**(1,027.91)**	**(954.27)**
C.	**Cash flow from financing activities**			
	Proceeds from long-term borrowings		619.03	-
	Repayment of long-term borrowings		(626.83)	(94.55)
	Proceeds from short-term working capital loan		300.00	300.00
	Repayment of short-term working capital loan		(300.00)	(300.00)
	Proceeds from vehicle loans		5.16	16.43
	Repayment of vehicle loans		(14.60)	(12.28)

Consolidated Statement of Cash Flows for the year ended 31 March 2018

₹ million

		31-Mar-18	31-Mar-17
Dividend paid (including dividend tax)		-	(84.99)
Interest paid		(130.78)	(150.49)
Net cash flow from/(used in) financing activities	**(C)**	**(148.02)**	**(325.88)**
Net changes in cash and cash equivalents	**(A+B+C)**	**(516.36)**	**(329.62)**
Cash and cash equivalents at the beginning of the year		17.39	392.79
Less: Cash and cash equivalents / (cash credit) related to discontinued operations		-	45.78
Cash and cash equivalents at the end of the year		**(498.97)**	**17.39**

Note:

(a) Cash and cash equivalents include the following balance sheet amounts:

₹ million

	31-Mar-18	31-Mar-17
Balances with banks		
- in current accounts	106.83	183.34
- in deposit accounts (Refer note (b) below)	-	265.00
Cash on hand	0.51	0.21
Cash credit from bank which forms an integral part of cash management system	(606.31)	(431.16)
Cash and Cash equivalents at the end of the year	**(498.97)**	**17.39**

(b) Cash and Cash equivalents at the end of the year includes fixed deposit of Nil (2017: ₹89.42 million) being unutilized proceeds of Rights Issue.

(c) As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the consolidated balance sheet for liabilities arising from financing activities is given in note 50 of the consolidated financial statements.

(d) The transactions pursuant to the Scheme of Arrangement and Amalgamation (refer note 37) have not been considered in above consolidated cash flow statement being non cash transactions.

(e) Previous year's figures are regrouped or rearranged wherever considered necessary to conform to current year's classification.

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059
Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Notes forming part of the Consolidated Financial Statements

1a. Corporate information

Zee Media Corporation Limited ("ZMCL" or "the Company" or "the parent company") is incorporated in the State of Maharashtra, India and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) in India. The registered office of the Company is situated at 14th Floor, 'A' Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013, Maharashtra, India. The Company along with its subsidiaries (collectively referred to as "the Group") and its associates is mainly engaged in the following business:

i Broadcasting of satellite television channels i.e. news / current affairs and regional language channels.

ii Sale of television programs.

iii E-Commerce business.

The Consolidated Financial Statements (hereinafter referred to as "CFS") of the group and its associates for the year ended 31 March 2018 were authorized for issue by the Board of Directors at their meeting held on 16 May 2018.

b. Basis of preparation of consolidated financial statements

The CFS have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI).

The CFS have been prepared under the historical cost convention and on the accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities being measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or a liability at the measurement date.

Rounding of amounts

All amounts disclosed in the CFS have been rounded off to the nearest million with two decimals thereof, unless otherwise stated. Zero "0.00" denotes amount less than ₹5,000.

Current and non-current classification

Assets and liabilities are classified as current if expected to realize or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

c Principles of consolidation and equity accounting

(i) Subsidiaries

The CFS incorporate the financial statements of ZMCL and its subsidiaries.

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date on which control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction

Notes forming part of the Consolidated Financial Statements

provides evidence of an impairment of the transferred asset. The financial statements of the parent company and its subsidiaries have been consolidated using uniform accounting policies. When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the parent i.e. year ended 31 March 2018.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

Listed below are the subsidiaries considered in the CFS.

Name of the subsidiaries	Proportion of interest (including beneficial interest) / voting power (either directly / indirectly through subsidiaries)		Country of incorporation
	31-Mar-18	31-Mar-17	
Direct Subsidiaries			
Ez-Mall Online Limited #	100.00%	-	India
Zee Akaash News Private Limited (ZANPL)	60.00%	60.00%	India
Mediavest India Private Limited (MIPL) ^	-	100.00%	India
Pri-Media Services Private Limited (PMSPL) ^	-	100.00%	India
Maurya TV Private Limited (MTPL) *	-	100.00%	India
Indirect Subsidiary			
Diligent Media Corporation Limited (DMCL) ^	-	100.00%	India

Became wholly owned subsidiary w.e.f. 21 June 2017.

^ Demerged w.e.f. 1 April 2017 (Refer note 37(b))

* Merged with the Company w.e.f. 1 April 2017 (Refer note 37 (a))

(ii) Associates

Associate is an entity over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting, after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of investments.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity accounted investments are tested for impairment.

Notes forming part of the Consolidated Financial Statements

List of investments in associates accounted for using "Equity method" is as under:

Name of the Associates	Extent of holding		Country of incorporation
	31-Mar-18	31-Mar-17	
Today Merchandise Private Limited (TMPL) *	49.00%	49.00%	India
Today Retail Network Private Limited (TRNPL) *	49.00%	49.00%	India

* Became associates w.e.f. 01 October, 2016.

2. Significant Accounting Policies

a Property, plant and equipment

(i) Freehold land is carried at cost. Other property, plant and equipment are stated at cost (net of goods and service tax / cenvat credit availed), less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and estimated cost for decommissioning of an asset. Integrated Receiver Decoders (IRD) boxes are capitalized, when available for deployment.

(ii) Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

b Intangible assets

(i) Intangible assets acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortization and impairment loss, if any.

(ii) Intangible assets - television channels includes expenses incurred on development of new television channels till the time it is ready for commercial launch.

(iii) Intangible assets under development comprises cost of intangible assets and related expenses that are not yet ready for their intended use at the reporting date.

c Depreciation / amortization on property, plant and equipment / intangible assets

Depreciable / amortizable amount for property, plant and equipment / intangible assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

(i) Depreciation on property, plant and equipment is provided on straight-line method over the useful life of asset as specified in Part-C of Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, where the life of the assets has been assessed lower than the life prescribed in Schedule II, 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 etc.

Assets	Management's estimate of useful life
Plant and machinery	
(i) Studio equipment - Linear	10 years
(ii) Studio equipment - Non-linear	5 years
(iii) Integrated receiver / decoder (IRD) boxes	1 year

(ii) Leasehold building and leasehold improvements are amortized over the period of lease or useful life of assets, whichever is lower.

Notes forming part of the Consolidated Financial Statements

(iii) Intangible assets are amortized on straight line basis over their respective individual useful lives as follows:

Assets	Management's estimate of useful life
Software	3 years
Website	5 years
Television channels	5 years

d Impairment of non-financial assets

(i) Goodwill is not subject to amortization and is tested annually for impairment, or more frequently if events or change in circumstances indicate that they might be impaired.

(ii) The carrying amounts of other non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the consolidated statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognised in prior accounting periods is reversed by crediting the consolidated statement of profit and loss if there has been a change in the estimate of recoverable amount.

e Investment property

Investment property is property (land or a building or part of a building or both) held to earn rentals and / or for capital appreciation (including property under construction for such purposes). Investment property is measured initially at cost including purchase price, borrowing costs. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and impairment, if any.

f Derecognition of property, plant and equipment / intangible assets / investment property

The carrying amount of an item of property, plant and equipment / intangible assets / investment property is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangible assets / investment property is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the consolidated statement of profit and loss when the item is derecognized.

g Goodwill

Goodwill represents the cost of business acquisition in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds the cost of business acquisition, a gain is recognized immediately in the consolidated statement of profit and loss. Goodwill is measured at cost less accumulated impairment losses.

h Leases

(i) Finance lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

(ii) Operating lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Operating lease payments / revenue are recognised on straight line basis over the lease period in the consolidated statement of profit and loss unless the payments / receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Notes forming part of the Consolidated Financial Statements

i Cash and cash equivalents

(i) Cash and cash equivalents in the consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(ii) For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of cash credit outstanding as they are considered an integral part of the group's cash management.

j Inventories

(i) Television programs (completed, under production, available for sale) are stated at lower of cost / unamortized cost or realizable value. Cost comprises acquisition / direct production cost and other allocated production overheads. Where the realizable value on the basis of its estimated useful economic life is less than its carrying amount, the difference is expensed as impairment. Programs are expensed / amortized as under:

1 Programs - news / current affairs / chat shows / events etc. are fully expensed on telecast.

2 Programs (other than (1) above) are amortized over three financial years starting from the year of first telecast, as per management estimate of future revenue potential.

(ii) Raw stock : Tapes are valued at lower of cost or estimated net realizable value. Cost is taken on weighted average basis.

k Financial Instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition of financial assets and liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated statement of profit and loss.

I. Financial assets

A Subsequent measurement

Financial assets are classified into the specified categories i.e. amortized cost, fair value through profit or loss (FVTPL) and fair value through other comprehensive income (FVTOCI). The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.

(i) Debt instruments

Amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

Notes forming part of the Consolidated Financial Statements

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets

b) The asset's contractual cash flows represent solely payments of principle and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the consolidated statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to consolidated statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the effective interest rate (EIR) method.

Fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the consolidated statement of profit and loss.

(ii) Investments in equity instruments

The Group subsequently measures all equity instruments (other than investment in associates) at fair value. Where the Group's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to consolidated statement of profit and loss. Dividends from such investments are recognised in the consolidated statement of profit and loss as other income when the Group's right to receive payment is established.

B Derecognition of financial assets

A financial asset is derecognized only when

i) The Group has transferred the rights to receive cash flows from the asset or the rights have expired or

ii) The Group retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flow, to one or more recipients in an arrangement.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

C Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

II. Financial liabilities and equity instruments

Debt or equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Notes forming part of the Consolidated Financial Statements

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax.

A Subsequent measurement

Financial liabilities measured at amortized cost

Financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in consolidated statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of profit and loss.

Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Derivatives, including separated embedded derivatives are classified as held for trading unless they are designated as effective hedging instruments. Financial liabilities at fair value through profit or loss are carried in the consolidated balance sheet at fair value with changes in fair value recognized in other income or finance costs in the consolidated statement of profit and loss.

B Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of profit and loss.

l Borrowings and borrowing costs

Borrowings are initially recognised net of transaction costs incurred and subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of profit and loss over the period of the borrowings using the EIR.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalized as part of cost of the assets. All other borrowing costs are expensed in the period they occur.

m Provisions, contingent liabilities and contingent assets

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the consolidated financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

Notes forming part of the Consolidated Financial Statements

n Revenue recognition

Revenue is recognised to the extent it is probable that economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. All revenues are accounted on accrual basis except to the extent stated otherwise.

(i) Broadcasting revenue - Advertisement revenue (net of discount and volume rebates) is recognised when the related advertisement or commercial appears before the public i.e. on telecast. Subscription revenue is recognised on time basis on the provision of television broadcasting service to subscribers or as per the agreed terms.

(ii) Revenue from sale of television programs and content including program feeds are recognized when the significant risks and rewards have been transferred to the customers in accordance with the agreed terms.

(iii) Revenue from channel management is recognized on time basis on delivery of services as per agreed terms.

(iv) Revenue earned by way of commission as agent and shipping charges is recognised on delivery of merchandise to the customer, when the property in the goods is transferred for a price, and significant risk and reward have been transferred. It is the Group's policy to service orders of the merchandise of the Principal to the end customers with a right to return within 7 days from the date of delivery. The commission on sales return is reversed when the goods are received back to the warehouse.

(v) Revenue from other services is recognised as and when such services are completed / performed.

(vi) Interest income is recognised using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial assets.

(vii) Dividend income is recognised when the Group's right to receive the dividend is established.

(viii) Guarantee commission income is recognized on time basis, calculated on agreed rate on the amount of guarantee provided.

o Retirement and other employee benefits

(i) The Group operates both defined benefit and defined contribution schemes for its employees.

For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions.

For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the consolidated statement of profit and loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses (excluding interest on the net defined benefit liability / asset)) are recognised in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the consolidated statement of profit and loss, in the subsequent periods.

(ii) Other long-term employee benefits: The Group has a policy on compensated absences which are both accumulated and non-accumulated in nature. The expected cost of accumulated compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulated compensated absences is recognized in the period in which the absences occur.

The Group presents the leave as a current liability in the consolidated balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where Group has the

Notes forming part of the Consolidated Financial Statements

unconditional legal and contractual right to defer the settlement for a period beyond twelve months, the same is presented as non-current liability.

(iii) Short-term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Group recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability.

p Transactions in foreign currency

The functional currency of the Group is Indian Rupee (₹) which is also the presentation currency. All other currencies are accounted as foreign currency.

(i) Foreign currency transactions are accounted at the exchange rates prevalent on the date of such transactions.

(ii) Foreign currency monetary items are translated using the exchange rate prevalent at the reporting date. Exchange differences arising on settlement of monetary items or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous consolidated financial statements are recognised as income or as expense in the year in which they arise.

(iii) Non-monetary foreign currency items are carried at historical cost and translated at the exchange rate prevalent at the date of the transaction.

q Income taxes

Tax expense comprises of current and deferred tax.

(i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

1 Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

2 Minimum Alternate Tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as deferred tax asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Group and the assets can be measured reliably.

(iii) Presentation of current and deferred tax

Current and deferred tax is recognised in the consolidated statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes forming part of the Consolidated Financial Statements

r Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to owners of the parent by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to owners of the parent and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

s Share based payments

The Group recognizes compensation expense relating to share-based payments in consolidated statement of profit and loss using fair-value in accordance with Ind AS 102, "Share-Based Payments". The estimated fair value of awards is charged to consolidated statement of profit and loss on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share based payment reserves.

t Business combinations

Business combinations are accounted for using the acquisition method as per Ind AS 103- Business Combinations. The cost of acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

u Discontinued operations:

Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the consolidated statement of profit and loss. Also, comparative consolidated statement of profit and loss is represented as if the operation had been discontinued from the start of the comparative period. Assets and liabilities classified as discontinued operations are presented separately from other assets and liabilities in the consolidated balance sheet.

Discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale, and:

(i) Represents a separate major line of business or geographical area of operations,

(ii) Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, and

(iii) Is a subsidiary acquired exclusively with a view to resale.

v Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorized and is no longer at the discretion of the entity.

w Exceptional items

Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the consolidated financial statements.

Notes forming part of the Consolidated Financial Statements

Critical accounting judgment and estimates

The preparation of CFS in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgement in applying the accounting policies, that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of consolidated financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based on the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialized. This note provides an overview of the areas that involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that have a low probability of crystallizing or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the consolidated financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

b Useful lives and residual values

The Group reviews the useful lives and residual values of property, plant and equipment, investment property and intangible assets at each financial year end.

c Impairment testing

(i) Impairment of financial assets -

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period

(ii) Impairment of non-financial assets -

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate.

d Income taxes

(i) The Group's tax charge is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

(ii) Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

(iii) The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or tax Group in which the deferred tax asset has been recognized.

Notes forming part of the Consolidated Financial Statements

e Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions, refer note 42.

f Defined benefit obligation

The cost of post-employment and other long-term benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The assumptions used are disclosed in note 43.

4. Recent accounting pronouncements

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Indian Accounting Standard (Ind AS) 115 "Revenue from Contracts with Customers"; notifying amendments to Ind AS 12 "Income Taxes" and Ind AS 21 "The Effects of Changes in Foreign Exchange Rates". Ind AS 115, amendments to the Ind AS 12 and Ind AS 21 are applicable to the Group w.e.f. 1 April 2018.

(i) Ind AS 115 "Revenue from Contracts with Customers

The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further this standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The standard permits two possible methods of transition: a) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - "Accounting Policies, Changes in Accounting Estimates and Errors". b) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach). The Group is evaluating the requirements of the above Ind AS and its impact on the consolidated financial statements.

(ii) Amendments to Ind AS

(a) Ind AS 12 "Income Taxes

The amendment considers that tax law determines which deductions are offset against taxable income and that no deferred tax asset is recognised if the reversal of the deductible temporary difference will not lead to tax deductions.

Accordingly, segregating deductible temporary differences in accordance with tax law and assessing them on entity basis or on the basis of type of income is necessary to determine whether taxable profits are sufficient to utilize deductible temporary differences.

(b) Ind AS 21 "The Effects of Changes in Foreign Exchange Rates

The amendment to this Ind AS requires foreign currency consideration paid or received in advance of an item of asset, expense or income, resulting in recognition of a non-monetary prepayment asset or deferred income liability, to be recorded in the Group's functional currency by applying the spot exchange rate on the date of transaction.

Notes forming part of the Consolidated Financial Statements

The date of transaction which is required to determine the spot exchange rate for translation of such items would be earlier of:

- the date of initial recognition of the non-monetary prepayment asset or deferred income liability, and

- the date on which the related item of asset, expense or income is recognised in the consolidated financial statements.

If the transaction is recognised in stages, then a spot exchange rate for each transaction date would be applied to translate each part of the transaction.

The Group is evaluating the requirements of the above amendments and its impact on the consolidated financial statements.

₹ million

Description of assets	Freehold land	Leasehold land	Freehold building	Factory building	Leasehold buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Vehicles	Equipment	Computers	Total
5 Property, plant and equipment												
a. Gross carrying amount												
As at 1 April 2016	**169.50**	**1,101.17**	**16.67**	**702.39**	**12.93**	**85.08**	**2,952.28**	**58.14**	**65.98**	**117.18**	**254.27**	**5,535.59**
Additions	-	-	-	8.89	20.72	10.02	292.81	1.05	19.45	13.98	38.43	405.35
Less: Disposal	134.23	-	-	143.57	-	0.51	67.04	0.28	9.00	6.11	10.28	371.02
Less: Transferred to discontinued operations (Refer note 37(b))	-	1,101.17	-	567.71	-	40.46	1,316.00	12.77	1.47	21.71	104.70	3,165.99
As at 31 March 2017	**35.27**	**-**	**16.67**	**-**	**33.65**	**54.13**	**1,862.05**	**46.14**	**74.96**	**103.34**	**177.72**	**2,403.93**
Additions	-	-	-	-	22.31	146.04	638.89	12.59	5.54	46.05	189.22	1,060.64
Less: Disposal	-	-	-	-	-	-	77.08	18.32	5.19	5.43	12.52	118.54
As at 31 March 2018	**35.27**	**-**	**16.67**	**-**	**55.96**	**200.17**	**2,423.86**	**40.41**	**75.31**	**143.96**	**354.42**	**3,346.03**
b. Depreciation												
Upto 31 March 2016	**-**	**41.27**	**2.12**	**59.24**	**0.15**	**65.20**	**1,061.56**	**33.00**	**21.04**	**71.85**	**179.29**	**1,534.72**
Depreciation for the year												
Continuing operations	-	-	0.28	-	0.30	7.06	180.31	2.86	8.02	11.75	24.20	234.78
Discontinued operations	-	13.36	-	16.41	-	0.09	80.55	0.95	0.05	2.59	8.01	122.01
Less: Disposal	-	-	-	14.12	-	0.48	31.39	0.22	4.55	6.02	8.08	64.86
Less: Transferred to discontinued operations (Refer note 37(b))	-	54.63	-	61.53	-	38.40	303.09	7.31	1.11	14.60	84.64	565.31
Upto 31 March 2017	**-**	**-**	**2.40**	**-**	**0.45**	**33.47**	**987.94**	**29.28**	**23.45**	**65.57**	**118.78**	**1,261.34**
Depreciation for the year	-	-	0.28	-	0.56	39.34	197.55	2.72	8.52	15.86	44.00	308.83
Less: Disposal	-	-	-	-	-	-	75.94	17.40	3.61	4.84	12.52	114.31
Upto 31 March 2018	**-**	**-**	**2.68**	**-**	**1.01**	**72.81**	**1,109.55**	**14.60**	**28.36**	**76.59**	**150.26**	**1,455.86**
c. Net carrying amount												
As at 31 March 2018	35.27	-	13.99	-	54.95	127.36	1,314.31	25.81	46.95	67.37	204.16	1,890.17
As at 31 March 2017	35.27	-	14.27	-	33.20	20.66	874.11	16.86	51.51	37.77	58.94	1,142.59

Notes forming part of the Consolidated Financial Statements

₹ million

Net carrying amount	31-Mar-18	31-Mar-17
Property, plant and equipment	1,890.17	1,142.59
Capital work-in-progress	46.93	217.75

(a) For details of property, plant and equipment and capital work-in-progress pledged as security, refer note 48.

(b) Leasehold buildings include net carrying values of ₹42.60 million (2017: ₹20.64 million) in respect of which the letters of allotment are received and supplementary agreements entered, however, lease deeds are pending execution.

(c) Legal titles of freehold land (net carrying values of ₹8.57 million (2017: ₹8.57 million)) and freehold building (net carrying values of ₹13.99 million (2017: ₹14.27 million)) , received pursuant to the Scheme of Arrangement and Amalgamation (refer note 37(a)), are yet to be transferred in the name of the Parent Company.

₹ million

		31-Mar-18	31-Mar-17
6	**Investment property under development**		
	Leasehold building	35.06	29.29
	Total	**35.06**	**29.29**

₹ million

	Description of assets	Goodwill	Technical knowhow	Software	Website	Television channels	Total
7	**Intangible assets**						
	I. Gross carrying amount						
	As at 1 April 2016	**1,759.38**	**239.45**	**186.31**	**-**	**-**	**2,185.14**
	Additions	-	-	100.91	8.56	232.57	342.04
	Less: Transferred to discontinued operations (Refer note 37(b))	1,728.53	239.45	43.38	-	-	2,011.36
	As at 31 March 2017	**30.85**	**-**	**243.84**	**8.56**	**232.57**	**515.82**
	Less: Eliminated pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(a))	30.85	-	-	-	-	30.85
	Additions	-	-	51.58	-	120.64	172.22
	Less: Disposal	-	-	32.36	-	-	32.36
	As at 31 March 2018	**-**	**-**	**263.06**	**8.56**	**353.21**	**624.83**
	II. Amortisation						
	Upto 31 March 2016	**-**	**239.45**	**157.54**	**-**	**-**	**396.99**
	Amortisation for the year						
	Continuing operations	-	-	27.81	0.43	11.85	**40.09**
	Discontinued operations	-	-	8.45	-	-	**8.45**
	Less: Transferred to discontinued operations (Refer note 37(b))	-	239.45	42.51	-	-	**281.96**
	Upto 31 March 2017	**-**	**-**	**151.29**	**0.43**	**11.85**	**163.57**
	Amortisation for the year	-	-	41.50	1.71	58.27	**101.48**
	Less: Disposal	-	-	32.36	-	-	**32.36**
	Upto 31 March 2018	**-**	**-**	**160.43**	**2.14**	**70.12**	**232.69**
	III. Net carrying amount						
	As at 31 March 2018	-	-	102.63	6.42	283.09	392.14
	As at 31 March 2017	30.85	-	92.55	8.13	220.72	352.25

Notes forming part of the Consolidated Financial Statements

₹ million

Net carrying amount	31-Mar-18	31-Mar-17
(i) **Intangible assets**		
Goodwill	-	30.85
Other intangible assets	392.14	321.40
Total	**392.14**	**352.25**
(ii) Intangible assets under development	26.91	10.10

₹ million

	31-Mar-18	31-Mar-17
8 **(a) Investments in associates**		
A Investments measured at cost (accounted for using the equity method) (Refer note 46)		
In equity shares		
36,880,401 (2017: 36,880,401) equity shares of ₹10 each of Today Merchandise Private Limited (extent of holding 49%)		
Fair value of net assets acquired	(38.03)	(38.03)
Goodwill	406.83	406.83
Value of investment	**368.80**	**368.80**
Add / (less):		
Share of accumulated profits / (losses) (including other comprehensive income)	(24.25)	-
Share of profit / (loss) for the year	(37.17)	(24.48)
Share of other comprehensive income / (loss) for the year	(0.34)	0.23
	307.04	**344.55**
2,891,961 (2017: 2,891,961) equity shares of ₹10 each of Today Retail Network Private Limited (extent of holding 49%)		
Fair value of net assets acquired	(51.44)	(51.44)
Goodwill	80.36	80.36
Value of investment	**28.92**	**28.92**
Add / (less):		
Share of accumulated profits / (losses) (including other comprehensive income)	(5.41)	-
Share of profit / (loss) for the year	(8.64)	(5.39)
Share of other comprehensive income / (loss) for the year	(0.01)	(0.02)
	14.87	**23.51**
Total (A)	**321.91**	**368.06**
(B) In compulsorily convertible debentures (unsecured) - at cost		
52,130,000 (2017: 45,130,000) 0.01% Compulsorily Convertible Debentures of ₹10 each of Today Merchandise Private Limited (Refer note (a) below)	145.60	75.60
8,536,000 (2017: 8,536,000) 0.01% Compulsorily Convertible Debentures of ₹10 each of Today Retail Network Private Limited (Refer note (a) below)	0.10	0.10
Total (B)	**145.70**	**75.70**
Total 8 (a) = (A) + (B)	**467.61**	**443.76**

Notes forming part of the Consolidated Financial Statements

₹ million

	31-Mar-18	31-Mar-17
8 (b) Non-current investments		
A Investments - Others (carried at amortized cost)		
(i) Investment in preference shares		
436,26,56,265 (2017: 436,26,56,265) 6% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of ₹1 each of Diligent Media Corporation Limited (Refer note (b) below)	4,362.66	4,362.66
(ii) Investment in Certificate of Deposit (Non-transferable)		
SICOM Limited (Interest - 11.25% and Tenure - 3 years)	300.00	300.00
Total (A)	**4,662.66**	**4,662.66**
B Investments - Others (carried at fair value through other comprehensive income)		
Investment in equity instruments		
Nil (2017: 435,000) equity shares of ₹10 each of Akash Bangla Private Limited (Refer note (c) below)	-	60.90
6 (2017: 6) equity shares of ₹10 each of Subhash Chandra Foundation*	0.00	0.00
Less: Impairment in value of investment	-	(60.90)
Total (B)	**0.00**	**0.00**
Total 8 (b) = (A) + (B)	**4,662.66**	**4,662.66**

(All the above securities are unquoted and fully paid up).
* Represents ₹60 only.

₹ million

	31-Mar-18	31-Mar-17
Aggregate amount of unquoted investments	5130.26	5167.32
Aggregate impairment in value of investments	-	60.90

a) Compulsorily Convertible Debentures (CCD) have a tenure of eighteen years from the date of allotment. The Group can convert the CCD into equity shares of ₹10 each in the ratio of 1:1 at any time after initial period of eighteen months, but within eighteen years from the date of allotment.

b) 6% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of ₹1 each are redeemable at par after twenty years from the date of allotment (i.e. on 01 November 2036).

c) The Group intends to dispose off the investment, hence reclassified as current investment (Refer note 13).

Notes forming part of the Consolidated Financial Statements

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
9	**Other financial assets** (unsecured)				
	Deposits				
	Related parties (Refer note 44)	14.40	14.40	-	1.58
	Others - considered good	15.48	16.30	53.19	37.66
	- considered doubtful	-	-	1.15	1.31
	Less: Allowances for bad and doubtful debts	-	-	(1.15)	(1.31)
		29.88	**30.70**	**53.19**	**39.24**
	Other receivables				
	Related parties (Refer note 44)	-	-	2.33	4.16
	Others - considered good	-	-	0.69	5.36
	- considered doubtful	-	-	1.17	1.17
	Less: Allowances for bad and doubtful debts	-	-	(1.17)	(1.17)
		-	**-**	**3.02**	**9.52**
	Deposits with banks having original maturity period of more than twelve months *	23.15	17.15	13.07	6.36
	Total	**53.03**	**47.85**	**69.28**	**55.12**

* Pledged with statutory authorities / under banks' lien.

₹ million

		31-Mar-18	31-Mar-17
10	**Non-current tax assets (net)**		
	Balance with government authorities - Direct tax (net of provisions)	32.01	107.55
	Total	**32.01**	**107.55**

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
11	**Other assets** (unsecured)				
	Capital advances - others	118.30	156.93	-	-
	Other advances				
	Related parties (Refer note 44)	-	-	146.98	119.55
	Others - considered good	-	-	78.09	45.95
	- considered doubtful	-	-	2.32	1.62
	Less: Allowances for bad and doubtful advances	-	-	(2.32)	(1.62)
		-	-	225.07	165.50
	Prepaid expenses	54.70	6.06	81.66	62.91
	Balances with government authorities - Indirect taxes	-	-	97.56	78.19
	Total	**173.00**	**162.99**	**404.29**	**306.60**

₹ million

		31-Mar-18	31-Mar-17
12	**Inventories**		
	Raw stock - tapes	-	0.41
	Total	**-**	**0.41**

Notes forming part of the Consolidated Financial Statements

₹ million

		31-Mar-18	31-Mar-17
13	**Current investments - unquoted**		
	Investments carried at fair value through other comprehensive income		
	Investment in equity instruments - other		
	435,000 (2017: Nil) equity shares of ₹10 each fully paid up of Akash Bangla Private Limited (refer note 8(b))	60.90	-
	Less: Impairment in value of investment	(60.90)	-
	Total	**-**	**-**

₹ million

	31-Mar-18	31-Mar-17
Aggregate amount of unquoted investments	60.90	-
Aggregate impairment in value of investments	60.90	-

₹ million

		31-Mar-18	31-Mar-17
14	**Trade receivables** (unsecured)		
	- Considered good	1,777.83	1,405.93
	- Considered doubtful	173.66	37.85
		1,951.49	**1,443.78**
	Less: Allowances for bad and doubtful debts	(173.66)	(37.85)
	Total	**1,777.83**	**1,405.93**

Refer note 44 for receivables from related parties.

Trade receivables are non-interest bearing and credit period terms are generally 0-60 days. The Group's exposure to credit and currency risks related to trade receivables is disclosed in note 42.

₹ million

		31-Mar-18	31-Mar-17
15	**(a) Cash and cash equivalents**		
	Balances with banks		
	- in current accounts	106.83	183.34
	- in deposit accounts#	-	265.00
	Cash on hand	0.51	0.21
		107.34	**448.55**
15	**(b) Bank balances other than cash and cash equivalents**		
	Balances with banks		
	- in deposit accounts having original maturity of upto twelve months	-	85.00
	- in unclaimed dividend accounts	0.29	0.30
		0.29	**85.30**
	Total	**107.63**	**533.85**

Includes unutilised proceeds of Rights issue amounting to ₹Nil (2017: ₹89.42 million).

Notes forming part of the Consolidated Financial Statements

₹ million

		31-Mar-18	31-Mar-17
16	**Current financial assets - Loans** (unsecured, considered good)		
	Loans to others	20.00	-
	Total	**20.00**	**-**

₹ million

		31-Mar-18	31-Mar-17
17	**(a) Share capital**		
	Authorized		
	1,930,000,000* (2017: 1,700,000,000) Equity shares of ₹1 each	1,930.00	1,700.00
	Total	**1,930.00**	**1,700.00**
	Issued, subscribed and paid up (Refer note 17(b)(v))		
	470,789,505 (2017: 470,789,505) Equity shares of ₹1 each fully paid up	470.79	470.79
	Total	**470.79**	**470.79**

* Increased pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(a)).

i) Reconciliation of number of equity shares and share capital

	31-Mar-18		31-Mar-17	
	Number of equity shares	₹ million	Number of equity shares	₹ million
At the beginning of the year	470,789,505	470.79	470,789,505	470.79
Add: Changes during the year	-	-	-	-
Outstanding at the end of the year	**470,789,505**	**470.79**	**470,789,505**	**470.79**

ii) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹1 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Details of shareholders holding more than 5% of the aggregate shares

Name of shareholder	31-Mar-18		31-Mar-17	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
25FPS Media Private Limited	166,268,453	35.32%	166,268,323	35.32%
Arm Infra & Utilities Private Limited	159,072,726	33.79%	159,072,726	33.79%

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

Notes forming part of the Consolidated Financial Statements

iv) The Company has not issued any bonus shares or bought back any shares during five years preceding 31 March 2018.

v) 122,381,817 Equity shares of ₹1 each fully paid up were alloted on 09 June 2014 for consideration other than cash, pursuant to the Scheme of Amalgamation of Essel Publishers Private Limited with the Company.

vi) The Company had instituted an Employee Stock Option Plan (ZNL ESOP 2009) as approved by the Board of Directors and Shareholders of the Company in 2009 and amended from time to time for issuance of stock options convertible into equity shares not exceeding in the aggregate 5% of the issued and paid up capital of the Company as at 31 March 2009 i.e. up to 11,988,000 equity shares of ₹1 each, to the employees of the Company as well as that of its subsidiaries and also to the directors (excluding independent director) of the Company at the market price determined as per the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board. The Company has not granted any options till 31 March 2018.

₹ million

			31-Mar-18	31-Mar-17
17	(b)	**Other equity**		
		Capital reserve		
		As per last balance sheet	1,790.68	1,790.68
		Pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(b))	(22.27)	-
			1,768.41	**1,790.68**
		Capital reserve on account of Scheme of Arrangement and Amalgamation		
		As per last balance sheet	-	-
		Arising pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(a))	143.40	-
		Arising pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(b))	(46.03)	-
			97.37	**-**
		Securities premium reserve		
		As per last balance sheet (Refer note (v) below)	1,892.79	1,892.79
			1,892.79	**1,892.79**
		General reserve		
		As per last balance sheet	112.72	112.72
			112.72	**112.72**
		Retained earnings		
		As per last balance sheet	890.01	1,176.72
		Pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(a))	(174.25)	-
		Pursuant to the Scheme of Arrangement and Amalgamation (Refer note 37(b))	1,469.95	-
		Add / (less): Profit / (loss) for the year	197.69	(196.96)
		Re-measurement gains / (losses) on defined benefit plan (net of tax)	(4.11)	(4.76)
		Dividend paid on equity shares	-	(70.62)
		Tax on dividend paid on equity shares	-	(14.37)
			2,379.29	**890.01**
		Total	**6,250.58**	**4,686.20**

(i) Capital reserve is created pursuant to the various Schemes of Arrangement / Amalgamation over the years.

(ii) Securities premium represents the premium on equity shares issued.

(iii) General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

(iv) Retained earnings represent the accumulated earnings net of losses if any made by the Group over the years.

Notes forming part of the Consolidated Financial Statements

(v) Expenses incurred amounting to ₹30.66 million on account of Rights issue of equity shares in the financial year 2015-16, were adjusted against equity share capital till previous year ended 31 March 2017. These expenses have been reclassified and adjusted against securities premium reserve in these financial statements, in line with the requirement of Ind AS 32 "Financial Instruments : Presentation".

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
18	**Borrowings** (secured)				
	Long-term borrowings				
	Term loan from banks (Refer (i) below)	620.93	466.59	4.95	166.52
	Vehicle loans (Refer (ii) below)				
	- from banks	3.02	9.27	7.77	12.59
	- from others	4.08	3.61	1.90	0.74
	Less: Current maturities disclosed under "Other current financial liabilities" (Refer note 19)	-	-	(14.62)	(179.85)
		628.03	**479.47**	**-**	**-**
	Short-term borrowings				
	Cash credit from banks (Refer (iii) below)	-	-	606.31	431.16
	Total	**628.03**	**479.47**	**606.31**	**431.16**

Nature of security and terms of repayments for borrowings:

i) (a) Term loan from bank of ₹625.88 million (2017: Nil) is secured by way of first charge (hypothecation / equitable mortgage) on the entire movable and immovable assets, current assets including receivables (present and future) and exclusive charge on debt service reserve account and / or any other bank account of the parent Company. The loan is repayable in twelve half-yearly installments as per the repayment schedule commencing from June 2019 and carries interest @ 1 year MCLR + 0.75 % p.a. payable monthly.

(b) Term loan from bank of Nil (2017: ₹633.11 million) is secured by way of first hypothecation charge on entire movable fixed assets except vehicles. The loan carried interest @ 1 year MCLR + 2.75% p.a. payable monthly and was repayable in twenty one quarterly installments as per repayment schedule commencing from October 2015. The said loan has been prepaid during the year.

ii) Vehicle loans from banks and others are secured by way of hypothecation of specific vehicles, carries interest ranging from 7.90% to 10.30% p.a. and are repayable upto March 2022.

iii) (a) Cash credit from bank of ₹606.31 million (2017: Nil) is secured by first charge (hypothecation / equitable mortgage) on the entire movable and immovable assets, current assets including receivables (present and future) and exclusive charge on debt service reserve account and/or any other bank account of the parent Company.

(b) Cash credit from bank of Nil (2017: ₹431.16 million) is secured by way of pari passu hypothecation charge on entire current assets and collaterally secured by first hypothecation charge on entire movable fixed assets except vehicles.

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
19	**Other financial liabilities**				
	Current maturities of long-term borrowings (Refer note 18)	-	-	14.62	179.85
	Deposits received - Related party (Refer note 44)	101.86	90.00	-	-
	- Others	-	-	7.90	8.24
	Payable for capital expenditure	-	-	50.92	30.65
	Unclaimed dividends (Refer (a) below)	-	-	0.29	0.30
	Other payables	-	-	1,041.47	829.07
	Total	**101.86**	**90.00**	**1,115.20**	**1,048.11**

(a) There are no amounts due and outstanding to be credited to Investor's Education and Protection Fund as at 31 March 2018.

Notes forming part of the Consolidated Financial Statements

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
20	**Provisions**				
	(a) Provision for employee benefits				
	- Gratuity	123.50	110.00	29.10	22.19
	- Leave benefits	62.55	52.31	19.95	18.64
		186.05	**162.31**	**49.05**	**40.83**
	(b) Provision for direct tax (net)	-	-	21.76	38.75
		-	-	**21.76**	**38.75**
	Total	**186.05**	**162.31**	**70.81**	**79.58**

₹ million

		Non-current		Current	
		31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
21	**Other liabilities**				
	Unearned revenue	-	-	49.77	49.74
	Trade advances	-	-	98.20	132.46
	Statutory dues	-	-	115.95	77.16
	Others	15.02	26.99	11.97	13.06
	Total	**15.02**	**26.99**	**275.89**	**272.42**

₹ million

		31-Mar-18	31-Mar-17
22	**Trade payables**		
	Trade payables*	478.90	288.21
	Total	**478.90**	**288.21**

*Trade payables are non-interest bearing and credit term for same is generally in the range of 0 to 30 days.

₹ million

		31-Mar-18	31-Mar-17
23	**Revenue from operations**		
	Services (Broadcasting revenue)		
	- Advertisement	5,106.05	3,952.53
	- Subscription	474.88	479.45
	Sales - Television programs and content	73.33	65.84
	Channel management fees	74.57	-
	Commission income	45.33	-
	Other operating revenue	6.00	0.50
	Total	**5,780.16**	**4,498.32**

Notes forming part of the Consolidated Financial Statements

₹ million

		31-Mar-18	31-Mar-17
24	**Other income**		
	Interest received on financial assets carried at amortized cost		
	- Bank deposits	13.68	35.71
	- Investments and other financial assets	38.29	66.54
	Interest - others (including interest on income tax refund)	9.00	25.33
	Liabilities / excess provisions written back	7.84	35.06
	Exchange difference (net)	4.34	3.15
	Guarantee commission income	13.50	-
	Profit on sale / discard of property, plant and equipment / intangible assets	1.85	-
	Miscellaneous income	5.34	0.52
	Total	**93.84**	**166.31**

₹ million

		31-Mar-18	31-Mar-17
25	**Operational cost**		
	Television programs (Production/ acquisition cost)		
	- Raw tapes consumed	0.45	1.45
	- Consultancy and professional charges	306.18	246.38
	- News subscription fees	57.36	48.47
	- Vehicle running, maintenance and hire charges	94.26	74.75
	- Travelling and conveyance expenses	48.93	31.22
	- Lease-line and V-sat expenses	78.57	79.08
	- Hire charges	33.60	32.13
	- Other production expenses	83.51	103.54
		702.86	**617.02**
	Telecast cost	211.83	166.44
	Shopping channel content expenses	79.71	-
	Advertisement expenses	66.52	-
	Other expenses	37.24	0.28
	Total	**1,098.16**	**783.74**

₹ million

		31-Mar-18	31-Mar-17
26	**Employee benefits expense**		
	Salaries and allowances	1,239.67	872.87
	Contribution to provident and other funds	76.14	49.68
	Staff welfare expenses	50.89	37.36
	Staff recruitment and training expenses	9.01	3.78
	Total	**1,375.71**	**963.69**

Notes forming part of the Consolidated Financial Statements

₹ million

		31-Mar-18	31-Mar-17
27	**Finance costs**		
	Interest - Borrowings	116.70	126.45
	- Others	14.65	20.56
	Other financial charges	44.52	2.87
	Total	**175.87**	**149.88**

₹ million

		31-Mar-18	31-Mar-17
28	**Depreciation and amortization expense**		
	Depreciation on property, plant and equipment	308.83	234.78
	Amortization of intangible assets	101.48	40.09
	Total	**410.31**	**274.87**

₹ million

		31-Mar-18	31-Mar-17
29	**Other expenses**		
	Rent	198.19	104.56
	Rates and taxes	20.86	5.12
	Repairs and maintenance - Building	0.41	1.12
	- Plant and machinery	14.13	28.98
	- Others	76.76	50.56
	Insurance	2.42	2.24
	Electricity and water charges	73.96	71.10
	Communication charges	62.78	37.16
	Printing and stationary expenses	7.08	6.01
	Travelling and conveyance expenses	104.82	88.28
	Legal and professional charges	173.13	163.74
	Payment to auditors (Refer note 34)	2.32	5.33
	Corporate Social Responsibility expenses (Refer note 39)	8.50	6.01
	Donation	-	0.24
	Hire and service charges	100.31	76.05
	Marketing, distribution and business promotion expenses	622.20	458.04
	Advertisement and publicity expenses	166.22	287.73
	Commission / discount expenses	465.68	334.97
	Bad debts and advances written off	-	25.08
	Allowances / (reversal) for bad and doubtful debts / advances	136.35	(17.73)
	Loss on sale / discard of property, plant and equipment / intangible assets	2.80	2.51
	Miscellaneous expenses	25.99	14.80
	Total	**2,264.91**	**1,751.90**

Notes forming part of the Consolidated Financial Statements

30 Tax expense

(a) The major components of income tax for the year ended 31 March 2018 are as under:

(i) Income tax related to items recognized directly in the consolidated statement of profit and loss during the year

₹ million

	31-Mar-18		31-Mar-17	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Current tax - Current year	336.97	-	246.17	(15.96)
- Adjustment for current tax of prior periods	0.96	-	(27.51)	0.29
	337.93	-	218.66	(15.67)
Deferred tax charge / (credit)	(113.08)	-	10.04	(261.55)
Total tax expense reported in the consolidated statement of profit and loss	**224.85**	**-**	**228.70**	**(277.22)**
Effective tax rate	**44.681%**	**-**	**32.181%**	**30.140%**

(ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year

₹ million

	31-Mar-18		31-Mar-17	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Deferred tax charge / (credit) on remeasurement of defined benefit plan	(2.17)	-	(1.30)	(1.11)

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate

₹ million

	31-Mar-18		31-Mar-17	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Accounting profit before tax	503.23	-	710.68	(919.79)
Statutory income tax @ of 34.608% (2017: 34.608%)	174.16	-	245.95	(318.32)
Tax effect on non-deductible expenses	5.99	-	8.39	40.81
Tax effect on non-taxable income	(0.30)	-	(0.56)	-
Additional allowances for tax purposes	(0.09)	-	(7.91)	-
Impact of change in tax rate on deferred tax assets	28.28	-	-	-
Tax effect on associates loss	15.85	-	10.34	-
Adjustments in respect of current income tax of previous years	0.96	-	(27.51)	0.29
Tax expense recognized in the consolidated statement of profit and loss	**224.85**	**-**	**228.70**	**(277.22)**

Note: The statutory tax rate is the standard effective corporate income tax rate in India. The tax rate for deferred tax assets for the year ended 31 March 2018 is 34.944% (2017: 34.608%). Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so.

Notes forming part of the Consolidated Financial Statements

(c) Deferred tax relates to the following:

₹ million

	Balance sheet		Recognized in consolidated statement of profit and loss		Recognized in OCI	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
A. Continuing operations						
(a) Deductible temporary differences						
Employee retirement benefit/ expenses allowable on payment basis	77.29	69.93	(5.19)	(5.51)	(2.17)	(1.30)
Depreciation and amortization on property, plant, equipment and intangible assets	27.39	42.04	14.65	10.14	-	-
Unused tax losses and depreciation	73.22	-	(73.22)	-	-	-
Allowances for doubtful debts and advances	59.49	13.10	(46.39)	6.16	-	-
Other deductible temporary differences	11.52	10.21	(1.31)	0.62	-	-
Total (a)	**248.91**	**135.28**	**(111.46)**	**11.41**	**(2.17)**	**(1.30)**
(b) Taxable temporary differences						
Other taxable differences	-	1.62	1.62	1.37	-	-
Total (b)	**-**	**1.62**	**1.62**	**1.37**	**-**	**-**
Net deferred tax assets / (liabilities) (a-b)	**248.91**	**133.66**				
Deferred tax charge / (credit) (a-b)			**(113.08)**	**10.04**	**(2.17)**	**(1.30)**
B. Discontinued operations						
(a) Deductible temporary differences						
Employee retirement benefit/ expenses allowable on payment basis	-	9.58	-	(0.77)	-	(1.11)
Depreciation and amortization on property, plant, equipment and intangible assets	-	16.82	-	(13.30)	-	-
Unused tax losses and depreciation	-	1,458.81	-	(247.48)	-	-
Other deductible temporary differences	-	0.27	-	-	-	-
Total (a)	**-**	**1,485.48**	**-**	**(261.55)**	**-**	**(1.11)**
(b) Taxable temporary differences	**-**	117.92	**-**	**-**	**-**	**-**
Net deferred tax assets / (liabilities) (a-b)	**-**	**1,367.56**				
Deferred tax charge / (credit) (a-b)			**-**	**(261.55)**	**-**	**(1.11)**

Notes forming part of the Consolidated Financial Statements

(d) Reconciliation of deferred tax assets / (liabilities) (net)

₹ million

	31-Mar-18	31-Mar-17
Opening balance	133.66	1,247.30
Deferred tax (charge) / credit recognized in		
- Consolidated statement of profit and loss		
Continuing operations	113.08	(10.04)
Discontinued operations	-	261.55
- Other comprehensive income		
Continuing operations	2.17	1.30
Discontinued operations	-	1.11
Less: Deferred tax assets related to discontinued operations (Refer note 37(b))	-	(1,367.56)
Total	**248.91**	**133.66**

(e) The group has no unused tax losses for which deferred tax asset (DTA) is required to be recognised.

31 Leases

(a) Operating Lease

The Group has taken office premises, residential premises and plant and machinery (including equipment) etc. under cancellable/non-cancellable lease agreements, that are renewable on a periodic basis at the option of both the lessor and the lessee. The initial tenure of the lease varies from eleven to one hundred and twenty months.The rental obligations are as follows:

₹ million

	31-Mar-18	31-Mar-17
Lease rental charges for the year	382.25	345.50
Future lease rental obligation payable (under non-cancellable lease)		
Not later than one year	86.16	134.19
Later than one year but not later than five years	118.00	178.53

(b) Finance Lease

The Group does not have any lease in the nature of finance lease.

32 Contingent liabilities (to the extent not provided for) :

₹ million

		31-Mar-18	31-Mar-17
(a)	**Claims against the Group not acknowledged as debt**		
	Disputed direct taxes #	4.49	10.31
	Disputed indirect taxes	-	142.63
	Legal cases against the Group ^		
	- Defamation (Number of pending cases 24 (2017: 22))	3,192.50	3,192.50
	- Others (Number of pending cases 18 (2017: 21))	43.92	46.05
(b)	**Guarantees excluding financial guarantees**		
	Bank guarantees given by the Group	0.50	0.50
(c)	**Other money for which the Group is contingently liable**		
	Duty benefit availed under EPCG Scheme - Import export obligation	24.20	24.20
(d)	**Letter of credit issued by bank**	-	11.16
(e)	**Financial guarantees provided**		
	Corporate guarantees issued for loan raised and debentures issued by related party*	3,612.09	-

Notes forming part of the Consolidated Financial Statements

Income tax demands mainly include appeals filed by the Group before various appellate authorities against the disallowance of expenses / claims, non-deduction / short deduction of tax at source etc. The management is of the opinion that its tax cases will be decided in its favour and hence no provision is considered necessary at this stage.

^ The Group has received legal notices of claims / law suits filed against it relating to infringement of copyrights, defamation suits etc. in relation to programs telecasted / other matters. The claim amount is based on best possible estimate arrived at on the basis of available information. The Group has engaged reputed advocates to protect its interest and has been advised that it has strong legal position against such disputes. In the opinion of the management, no material laibility is likely to arise on account of such claims / law suits.

* Corporate guarantees include premium accrued on debentures of ₹912.09 million.

33 Capital and other commitments

₹ million

		31-Mar-18	31-Mar-17
a)	Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances)	139.74	93.10
b)	Commitment to invest in compulsorily convertible debentures of associates	1,112.61	1,182.61
c)	Commitment in respect of News-print purchase	-	40.50
d)	The Group has committed to provide continued financial support to its associates	Not Ascertainable	Not Ascertainable

34 Payment to auditors

₹ million

	31-Mar-18	31-Mar-17
Audit fees	1.25	1.25
Tax audit fees	-	0.25
Certifications (including limited reviews fee, tax representation and other matters)	1.02	3.79
Reimbursement of expenses	0.05	0.04
Total	**2.32**	**5.33**

35 The Management is of the opinion that its international and domestic transactions are at arm's length as per the independent accountants report for the year ended 31 March 2017. The Management continues to believe that its international transactions and the specified domestic transactions during the current financial year are at arm's length and that the transfer pricing legislation will not have any impact on these consolidated financial statements, particularly on amount of tax expense and that of provision for taxation.

36 Pursuant to the Letter of Offer dated 16 March 2015 for Rights Issue of equity shares, the Company had allotted 108,643,732 Rights equity shares of ₹1 each, fully paid up, on 18 April 2015, at a price of ₹18 per share (including premium of ₹17 per share). The said Rights Issue was fully subscribed for an amount aggregating to ₹1,955.59 million, resulting in increase in Paid-up Share Capital of the Company to ₹470.79 million, comprising of 470,789,505 equity shares of ₹1 each. The said proceeds have been utilized for the stated purposes as per details given below:

₹ million

Details of utilization	Proposed utilization as per Letter of Offer	Utilized upto 31 March 2018	Unutilised as at 31 March 2018
Purchase of equipment and accessories for production and broadcasting	450.52	450.52	-
Repayment / prepayment of loans of the Company	449.95	449.95	-
Funding subsidiary(ies) for prepayment / repayment of loans	600.00	600.00	-
General corporate purposes including rights issue expenses	455.12	455.12	-
Total	**1,955.59**	**1,955.59**	**-**

Notes forming part of the Consolidated Financial Statements

37 Scheme of Arrangement and Amalgamation

The Board of Directors of the Company at their meeting held on 27 October 2016 approved a Scheme of Arrangement and Amalgamation between the Company ("the Company, "ZMCL" or the "Demerged company") and its subsidiaries Diligent Media Corporation Limited ("DMCL" or the "Resulting Company"), Mediavest India Private Limited ("MIPL" or the "Transferor Company 1"), Pri-Media Services Private Limited ("PSPL" or the "Transferor Company 2"), Maurya TV Private Limited ("MTPL" or the "Transferor Company 3") and their respective shareholders and Creditors (hereinafter referred as "the Scheme"), *inter alia*, for a) Demerger of the Print Media business undertaking of the Company and vesting with DMCL; b) Amalgamation of MIPL and PSPL with DMCL; and c) Amalgamation of MTPL with the Company, with effect from Appointed Date of 1 April 2017. The Scheme has been approved by the Mumbai bench of Hon'ble National Company Law Tribunal (NCLT) vide its Order dated 8 June 2017 and the certified copy of the Order approving the Scheme has been filed with the Registrar of Companies on 28 July 2017 (the "Effective date"). The effect of the Scheme has been given in these consolidated financial statements for the year ended 31 March 2018.

(a) Merger of MTPL with the Company

Pursuant to the Scheme,

i) Entire business and whole of the undertaking of MTPL merged with the Company with effect from the appointed date by applying Pooling of Interest method as laid down in Appendix C of the Indian Accounting Standard (Ind AS) 103 "Business Combinations" relating to accounting for common control business combinations.

ii) In accordance with the requirements of para (a) (iii) of Appendix 'C' of Ind AS 103 "Business Combinations", the consolidated financial statements of the Company as at and for the year ended 31 March 2017 have been restated as if the business combination had occurred from the beginning of the preceding period i.e. 1 April 2016. However, this restatement has no impact on the consolidated financial statements as at and for the year ended 31 March 2017, since MTPL, being wholly owned subsidiary, has already been included in consolidated financial statements as at and for the year ended 31 March 2017.

iii) Necessary adjustments made to capital reserve, goodwill on consolidation and retained earnings on merger are as under:

	₹ million	₹ million
Assets		
Property, plant and equipment	49.04	
Other non-current financial assets	11.96	
Non-current tax assets (net)	8.12	
Other non-current assets	0.50	
Trade receivables	53.34	
Cash and cash equivalents	3.12	
Other current financial assets	3.68	
Other current assets	1.02	**130.78**
Liabilities		
Long term provisions	1.05	
Trade payables	4.09	
Other financial liabilities	64.19	
Other current liabilities	11.40	
Short term provisions	0.03	**80.76**
Excess of assets over liabilities		**50.02**
Add / (less) : Debit balance in retained earnings		171.30
Value of investment in the books of the Company		(77.92)
Net amount credited to capital reserve as at 1 April 2017		**143.40**
Add : Elimination of goodwill on Merger		30.85
Total amount adjusted in retained earnings on Merger		**174.25**

Notes forming part of the Consolidated Financial Statements

iv) The authorised share capital of the Company has increased by 230,000,000 equity shares of ₹1 each.

(b) Demerger of Print Media Business Undertaking

Pursuant to the Scheme,

i) All assets and liabilities of the Print Media Business Undertaking of the Company, which comprises of 'I am in dna of India' project of the Company and the newspaper printing business carried out through PSPL and MIPL, stand transferred to and vested with DMCL at their carrying values on going concern basis with effect from 1 April 2017;

ii) Excess of assets over liabilities amounting to ₹46.03 million has been adjusted to the capital reserve as detailed below:

	₹ million	₹ million
Assets		
Non-current assets	4,034.21	
Current assets	863.40	
Goodwill on consolidation	1,728.53	
Less: Investment in DMCL not transferred under the Scheme	(4,362.66)	**2,263.48**
Liabilities		
Non-current liabilities	3,085.47	
Current liabilities	579.66	**3,665.13**
Net assets / (liabilities)		**(1,401.65)**
Less: Other equity pertaining to Print Media Business Undertaking consolidated upto 31 March 2017		
- Accumulated profits / (losses)		(1,469.95)
- Capital reserve		22.27
Net amount debited to capital reserve		**46.03**

iii) The Board of Directors of DMCL on 9 October 2017 allotted 117,708,118 equity shares of ₹1 each fully paid up of DMCL to the shareholders of the Company in the ratio of one equity share of ₹1 each of DMCL for every four equity shares of ₹1 each of the Company.

iv) DMCL ceased to be a subsidiary with effect from 1 April 2017.

(c) Discontinued Operations

The financial statements of the Print Media Business Undertaking of the Group for the year ended 31 March 2017 and assets and liabilities as at that date, being discontinued operations, have been restated and disclosed separately under discontinued operations as required by the Indian Accounting Standard 105 "Non-current Assets Held for Sale and Discontinued Operations" and Schedule III of the Companies Act, 2013.

Information in respect of discontinued operation i.e. Print media undertaking is as under :

Notes forming part of the Consolidated Financial Statements

i) **Balance sheet as at 31 March 2017** - Refer note 37(b)(ii) above

ii) **Statement of profit and loss for the year ended 31 March 2017**

	₹ million	₹ million
Revenues		
Revenue from operations	1,115.23	
Other income	74.06	1,189.29
Expenses		
Cost of raw material consumed	465.62	
(Increase) / Decrease in Inventories	0.04	
Operational cost	131.74	
Employee benefits expense	296.58	
Finance costs	353.36	
Depreciation and amortization expense	130.46	
Other expenses	542.47	1,920.27
Profit / (loss) before exceptional items and tax		**(730.98)**
Exceptional items		(188.81)
Profit / (loss) before tax		**(919.79)**
Less: Tax expense		(277.22)
Profit / (loss) for the year		**(642.57)**
Other comprehensive income		
Items that will not be reclassified to profit or loss (net of tax)		(2.09)
Total comprehensive income / (loss) for the year		**(644.66)**

iii) **Statement of cash flows for the year ended on 31 March 2017**

	₹ million
i) Net cash flows from / (used in) operating activities	(139.98)
ii) Net cash flows from / (used in) investing activities	98.41
iii) Net cash flows from / (used in) financing activities	(3.16)
Net cash inflow / (outflow) during the year	**(44.73)**

38 Earnings per share:

	31-Mar-18	31-Mar-17
(a) Profit/(loss) after tax from continuing operations (₹/million)	197.69	445.61
(b) Profit/(loss) after tax from discontinued operations (₹/million)	-	(642.57)
(c) **Profit/(loss) after tax from continuing and discontinued operations (₹/million)**	**197.69**	**(196.96)**
(d) Weighted average number of equity shares for basic and diluted earnings per share (Nos.)	470,789,505	470,789,505
(e) Nominal value of each equity share (₹)	1.00	1.00
(f) Basic and diluted earnings per share - continuing operations (₹) (a) / (d)	0.42	0.94
(g) Basic and diluted earnings per share - discontinued operations (₹) (b) / (d)	-	(1.36)
(h) Basic and diluted earnings per share - continuing and discontinued operations (₹) (c) / (d)	0.42	(0.42)

Notes forming part of the Consolidated Financial Statements

39 Corporate Social Responsibility (CSR)

During the year, the Group has spent ₹8.50 million (2017: ₹6.01 million) towards CSR initiatives as required by Section 135 read with Schedule VII of the Companies Act 2013. CSR spent has been charged to the consolidated statement of profit and loss under "Other expenses" in line with ICAI guidance note issued in May 2015.

40 Dividend paid and proposed

₹ million

	31-Mar-18	31-Mar-17
(a) Dividend on equity shares declared and paid		
Dividend paid in current year for the year ended 31 March 2017 : ₹0.00 per share (paid in previous year for the year ended 31 March 2016 : ₹0.15 per share)	-	70.62
Dividend distribution tax on above	-	14.37
(b) Proposed dividend on equity shares		
Dividend proposed for the year ended 31 March 2018	-	-

41 A. Segment reporting

The Group till 31 March 2017 had two business segments viz. TV-Broadcasting and Print Media business. Pursuant to a Scheme of Arrangement and Amalgamation (refer note 37), the Print Media Business Undertaking of the Group is demerged w.e.f. 1 April 2017. The Print Media Business Undertaking of the Group has been reported separately under "Discontinued operations" in the consolidated financial statements and hence segment reporting as at and for the year ended 31 March 2017 has not been given.

During the year, Ez-Mall Online Limited, a wholly owned subsidiary of the Company was incorporated which is engaged in the business of "E-Commerce". Hence during the year, the Company is engaged in two business segments namely TV-Broadcasting and E-Commerce which are considered as the reportable business segments under Ind AS 108 "Operating Segments".

1. TV - Broadcasting Business comprises of business of broadcasting of news / current affairs and regional language channels and sale of television programs. The segment derives revenue mainly from advertisement on and subscription of its channels and sale of television programs.

2. E-Commerce Business comprises of business of marketing of goods through shopping channel and an e-commerce website. The segment derives revenue mainly from commission on goods sold.

The Group's reportable operating segments have been determined in accordance with the business operations, which is organised based on the operating business segments as described above. The geographical segment is not relevant as exports are insignificant.

Notes forming part of the Consolidated Financial Statements

The Group's operating segment information for the year ended 31 March 2018 is as below:

₹ million

	TV - Broadcasting Business	E-Commerce Business	Unallocated	Eliminations	Total
Segment revenue					
External revenue	5,734.83	45.33	-	-	5,780.16
Inter segment revenue	-	-	-	-	-
Total segment revenue from operations	**5,734.83**	**45.33**	**-**	**-**	**5,780.16**
Segment results	**947.72**	**(283.77)**	**-**	**-**	**663.95**
Less: Finance costs					175.87
Add: Interest income					60.96
Profit / (loss) before share of profit / (loss) of associates and exceptional items					**549.04**
Share of profit / (loss) of associates					(45.81)
Profit / (loss) before exceptional items and tax					**503.23**
Less : Exceptional items					-
Profit / (loss) before tax					**503.23**
Less: Tax expense					
- Current tax					337.93
- Deferred tax charge / (credit)					(113.08)
Profit / (loss) for the year before non-controlling interest					**278.38**
Less: Non-controlling interest					(80.69)
Profit / (loss) for the year attributable to the owners of the parent					**197.69**

Other segment information:

₹ million

	TV - Broadcasting Business	E-Commerce Business	Unallocated	Eliminations	Total
1. Segment assets*	4,849.38	70.76	5,487.32	-	**10,407.46**
2. Segment liabilities	2,065.13	156.84	1,256.10	-	**3,478.07**
3. Non-current assets**	2,514.60	14.55	67.07	-	**2,596.22**
4. Capital expenditure	1,011.11	15.20	-	-	**1,026.31**
5. Depreciation and amortisation expense	409.65	0.66	-	-	**410.31**

*Segment assets - unallocated includes investment in associates of ₹467.61 million.

**Non current assets are excluding financial assets, deferred tax assets and investments in associates.

B. Information about major customers

There is one customer accounting for more than 10% of revenue, amounting to ₹713.00 million (2017: 707.75 million).

42 A Financial instruments

a Financial risk management objective and policies

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Notes forming part of the Consolidated Financial Statements

The Group is exposed to market risk, credit risk and liquidity risk. The Board provides guidance for overall risk-management, as well as policies covering specific areas such as credit risk, liquidity risk and investment of excess liquidity.

(i) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks. Financial instruments affected by market risk includes borrowings, deposits and other financial instruments.

1 Interest rate risk

This refers to risk to Group's consolidated cash flow and profits on account of movement in market interest rates.

For the Group the interest risk arises mainly from interest bearing borrowings which are at floating interest rates. To mitigate interest rate risk, the Group closely monitors market interest and as appropriate makes use of optimised borrowing mix / composition etc. Vehicle loans carry fixed coupon rate and hence not considered for calculation of interest rate sensitivity of the Group.

(a) Interest rate risk exposure

₹ million

	31-Mar-18	31-Mar-17
Variable rate borrowings	1,238.31	1,063.16
Fixed rate borrowings	16.69	26.21
Total borrowings	**1,255.00**	**1,089.37**

(b) Interest rate sensitivity

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rate of 50 basis points increase or decrease. The calculations are based on the variable rate borrowings outstanding at balance sheet date. All other parameters are held constant.

₹ million

Impact on profit before tax	**31-Mar-18**	**31-Mar-17**
	Gain / (Loss)	
Interest rate - increase by 50 basis points	(6.19)	(5.32)
Interest rate - decrease by 50 basis points	6.19	5.32

2 Foreign currency risk

Currency risk is the risk that the fair value or future cash flows fluctuate because of changes in market prices. The Group is exposed to foreign exchange risk on their receivables and payables which are mainly held in the United State Dollar ("USD"), the Euro ("EUR"), and the Great Britain Pound ("GBP"). Consequently, the Group is exposed primarily to the risk that the exchange rate of the Indian Rupees ("INR") relative to the USD, the EUR and the GBP may change in a manner that has an effect on the reported values of the Group's assets and liabilities that are denominated in these foreign currencies. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

Notes forming part of the Consolidated Financial Statements

The following table sets forth information relating to unhedged foreign currency exposure at the end of the reporting period:

₹ million

Currencies	Assets as at		Liabilities as at	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
USD	88.41	70.66	78.94	167.26
GBP	0.26	0.17	2.07	2.01
EUR	0.11	-	-	-

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in the USD, EUR and GBP with all other variables held constant. The below impact on the Group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

₹ million

Currencies	Sensitivity analysis			
	31-Mar-18		31-Mar-17	
	₹ depreciate by 10%	₹ appreciate by 10%	₹ depreciate by 10%	₹ appreciate by 10%
	Gain / (Loss)		Gain / (Loss)	
USD	0.95	(0.95)	(9.66)	9.66
GBP	(0.18)	0.18	(0.18)	0.18
EUR	0.01	(0.01)	-	-

(ii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, deposits given, investments and balances at bank.The Group measures the expected credit loss of trade receivables based on financial conditions / market practices, credit track record in the market, analysis of historical bad debts and past dealings for extension of credit to customers. Individual credit limits are set accordingly. The Group monitors the payment track record of the customers and ageing of receivables. Outstanding customer receivables are regularly monitored. The Group considers the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Group has also taken advances and security deposits from some of its customers, which mitigate the credit risk to an extent.

Ageing analysis of trade receivables has been considered from the date the invoice falls due.

₹ million

	31-Mar-18	31-Mar-17
Trade receivables (unsecured)		
Up to six months	1,573.71	1,314.11
More than six months	377.78	129.67
Total (A)	**1,951.49**	**1,443.78**

Movement in allowances for bad and doubtful debts during the year was as follows :

₹ million

	31-Mar-18	31-Mar-17
As at beginning of the year	37.85	54.94
Add / (less) : Provided during the year	135.81	6.60
Reversal during the year	-	(23.69)
As at end of the year (B)	**173.66**	**37.85**
Net trade receivables (A-B)	**1,777.83**	**1,405.93**

Notes forming part of the Consolidated Financial Statements

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in redeemable preference shares, optionally convertible debentures, compulsorily convertible debentures and other debt instruments. Security deposits against leasing of premises are refundable upon closure of the lease and credit risk associated with such deposits is relatively low.

The following table gives details in respect of percentage of revenues generated from top 10 customers:

	31-Mar-18	31-Mar-17
Revenues generated from top 10 customers	39.9%	41.1%

(iii) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. For the Group, liquidity risk arises from obligations on account of financial liabilities – borrowings, trade payables and other financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. It maintains adequate sources of financing including loans, debt and overdraft from banks. It also enjoys strong access to domestic capital markets across various debt instruments.

Exposure to liquidity risk

The table below provides details regarding the contractual maturities of financial liabilities (including interest accrued) at the reporting date. The contractual cashflow amounts are gross and undiscounted.

As at 31 March 2018

₹ million

	Less than 1 year	Between 1 to 5 years	Beyond 5 years
Financial liabilities			
Long-term borrowings *	-	417.90	221.20
Short-term borrowings	606.31	-	-
Trade payables	478.90	-	-
Other current financial liabilities	1,115.20	-	-
Other non-current financial liabilities	-	101.86	-
Total	**2,200.40**	**519.76**	**221.20**

* Current maturities of borrowings aggregating ₹14.62 million form part of other current financial liabilities hence the same is not considered seperately in borrowings.

As at 31 March 2017

₹ million

	Less than 1 year	Between 1 to 5 years	Beyond 5 years
Financial Liabilities			
Long-term borrowings *	-	484.88	-
Short-term borrowings	431.16	-	-
Trade payables	288.21	-	-
Other current financial liabilities	1,048.11	-	-
Other non-current financial liabilities	-	90.00	-
Total	**1,767.48**	**574.88**	**-**

* Current maturities of borrowings aggregating ₹ 179.85 million form part of other current financial liabilities hence the same is not considered seperately in borrowings.

Notes forming part of the Consolidated Financial Statements

B Capital Management

Risk Management

The Group manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / retire debt. The primary objective of the Group's capital management is to maximise the shareholders' value.

For the purpose of the Group's capital management, equity includes issued capital, securities premium and other reserves. Net debt includes loans less cash and bank balances. The Group manages capital by monitoring gearing ratio which is net debt divided by equity plus net debt.

₹ million

	31-Mar-18	31-Mar-17
The capital composition is as follows:		
Gross debt (inclusive of long term and short term borrowing)	1,255.00	1,089.37
Less: Cash and bank balances*	(143.56)	(557.06)
Net debt	**1,111.44**	**532.31**
Total equity (including non-controlling interest)	6,929.39	5,332.46
Total capital	**8,040.83**	**5,864.77**
Gearing ratio	**14%**	**9%**

*Including deposits with banks having original maturity period of more than twelve months of ₹36.22 million (2017: ₹23.51 million) shown under other current and non-current financial assets.

Loan covenants

Borrowings contain certain debt covenants relating to limitation on net debt to EBITDA ratio and debt service coverage ratio. The Group has also satisfied all other debt covenants prescribed in the respective sanction of bank loan.

C Fair value measurements

(i) Financial instruments by category

₹ million

	31-Mar-18		31-Mar-17	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
i) Measured at amortized cost				
Non-current assets				
Investments	4,662.66	4,662.66	4,662.66	4,662.66
Other financial assets	53.03	53.03	47.85	47.85
Current assets				
Trade receivables	1,777.83	1,777.83	1,405.93	1,405.93
Cash and cash equivalents and other bank balances	107.63	107.63	533.85	533.85
Loans	20.00	20.00	-	-
Other financial assets	69.28	69.28	55.12	55.12
Total financial assets measured at amortized cost	**6,690.43**	**6,690.43**	**6,705.41**	**6,705.41**

Notes forming part of the Consolidated Financial Statements

ii) Measured at fair value through other comprehensive income				
Non-current assets				
Investments #	0.00	0.00	0.00	0.00
Current assets				
Investment *	-	-	-	-
Total financial assets measured at fair value through OCI	**0.00**	**0.00**	**0.00**	**0.00**
Financial liabilities				
i) Measured at amortized cost				
Non-current liabilities				
Borrowings	628.03	628.03	479.47	479.47
Other financial liabilities	101.86	101.86	90.00	90.00
Current liabilities				
Borrowings	606.31	606.31	431.16	431.16
Trade payable	478.90	478.90	288.21	288.21
Other financial liabilities	1,115.20	1,115.20	1,048.11	1,048.11
Total financial liabilities measured at amortized cost	**2,930.30**	**2,930.30**	**2,336.95**	**2,336.95**

represents ₹60 only.
* investment as at 31 March 2018 is fully impaired.

(ii) Fair value hierarchy

The fair values of the financial assets and liabilities are the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the Indian Accounting Standards. An explanation for each level is given below.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in this level.

(iii) Financial assets measured at fair value through other comprehensive income at each reporting date

₹ million

	31-Mar-18		31-Mar-17	
	Level 3	Carrying amount	Level 3	Carrying amount
Non-current financial assets				
Investments #	0.00	0.00	0.00	0.00
Current financial assets				
Investment *	-	-	-	-

represents ₹60 only.
* investment as at 31 March 2018 is fully impaired.

Notes forming part of the Consolidated Financial Statements

(iv) Non-current financial assets and financial liabilities measured at amortised cost at each reporting date

₹ million

	31-Mar-18		31-Mar-17	
	Level 3	Carrying amount	Level 3	Carrying amount
Non-current financial assets				
Investments	4662.66	4662.66	4662.66	4662.66
Other financial assets	53.03	53.03	47.85	47.85
Non-current financial liabilities				
Borrowings	628.03	628.03	479.47	479.47
Other financial liabilities	101.86	101.86	90.00	90.00

(a) The Group's borrowings that have been contracted at floating rates of interest are reset at short intervals. Accordingly, the carrying value of such borrowings approximates fair value.

(b) The fair values for other non-current financial assets and liabilities and long term borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

(c) The carrying amounts of trade receivables, cash and bank balances, current borrowings, trade payables and other current financial liabilities are considered to be approximately equal to the fair value due to the short-term maturities of these financial assets / liabilities.

(d) There have been no transfers between level 1, level 2 and level 3 for the years ended 31 March 2018 and 31 March 2017.

43 Gratuity and other long-term benefit plans

The disclosure of employee benefits as defined in the Ind AS 19 - "Employee Benefits" are given below:

(a) Defined contribution plan:

"Contribution to provident and other funds" is recognized as an expense in note 26 "Employee benefit expenses" of the consolidated statement of profit and loss.

(b) The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for gratuity is non funded.

Notes forming part of the Consolidated Financial Statements

Details of post retirement gratuity plan are as follows:

₹ million

		31-Mar-18	31-Mar-17
I.	**Expenses recognized during the year in consolidated statement of profit and loss**		
	1 Current service cost	22.84	15.50
	2 Interest cost	9.76	9.05
	Net expenses recognized in the consolidated statement of profit and loss	**32.60**	**24.55**
II.	**Expenses recognized during the year in other comprehensive income (OCI)**		
	Actuarial (gain) / loss arising from:		
	- Changes in financial assumptions	(3.09)	5.64
	- Changes in demographic assumptions	-	-
	- Experience variance	9.02	(1.47)
	Net expenses recognized in other comprehensive income (OCI)	**5.93**	**4.17**
III.	**Net liability recognized in the consolidate balance sheet as at 31 March**		
	1 Present value of defined benefit obligation (DBO)	152.60	132.19
	2 Net liability recognized in balance sheet	152.60	132.19
IV.	**Reconciliation of opening and closing balance of defined benefit obligation**		
	1 Defined benefit obligation as at the beginning of the year	132.19	115.90
	2 Expense as per I above	32.60	24.55
	3 Other comprehensive income as per II above	5.93	4.17
	4 Benefits paid	(19.28)	(11.58)
	5 Liability transferred in	1.17	-
	Defined benefit obligation as at the end of the year for continuing and discontinued operations	**152.60**	**133.04**
	Less: transferred to discontinued operations (Refer note 37 (b))	-	(0.85)
	Defined benefit obligation as at the end of the year for continuing operations	**152.60**	**132.19**
V.	**Maturity analysis of projected benefit obligation**	**31-Mar-18**	**31-Mar-17**
	Projected benefits payable in future years from the date of reporting		
	1 Expected benefits for year 1	27.82	21.07
	2 Expected benefits for year 2 to year 5	33.68	29.02
	3 Expected benefits beyond year 5	288.30	238.60
VI.	**Actuarial assumptions**		
	Holding company		
	1 Discount rate (per annum)	7.60%	7.40%
	2 Expected rate of salary increase (per annum)	6.50%	6.50%
	3 Mortality table	"Indian Assured Lives mortality (2006-08)"	"Indian Assured Lives mortality (2006-08)"
	4 Attrition rate (per annum) -		
	Service up to 30 years	12%	12%
	Service between 31 years and 44 years	7%	7%
	Service above 44 years	3%	3%

Notes forming part of the Consolidated Financial Statements

	Subsidiaries		
1	Discount rate (per annum)	7.70% to 7.75%	7.50%
2	Expected rate of salary increase (per annum)	5.50% to 6.00%	6.00%
3	Mortality table	Indian Assured Lives mortality (2006-08)	Indian Assured Lives mortality (2006-08)
4	Attrition rate (per annum) -		
	Service up to 30 years	6.00% to 8.00%	8.00%
	Service between 31 years and 45 years	4.00% to 6.00%	6.00%
	Service above 45 years	2.00% to 4.00%	4.00%

VII Quantitative sensitivity analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points while holding all other assumptions constant.

	31-Mar-18	31-Mar-17
Projected benefit obligation on current assumptions	152.59	132.19
Increase by 1% in discount rate	136.03	119.17
Decrease by 1% in discount rate	165.04	145.12
Increase by 1% in rate of salary increase	165.16	144.17
Decrease by 1% in rate of salary increase	135.71	119.81
Increase by 1% in rate of employee turnover	150.64	117.53
Decrease by 1% in rate of employee turnover	147.23	115.50

Notes:

(a) The amount recognized as an expenses and included in note 26 'Employee benefits expense' are gratuity ₹22.11 million net of capitalization (2017: ₹15.06 million net of capitalization) and leave encashment ₹31.24 million (2017: ₹23.35 million net of amount capitalized). Net interest cost on defined benefit obligation recognized in note 27 'Finance costs' is ₹9.76 million (2017: ₹9.05 million). The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

VIII. The Group is exposed to various actuarial risks which are as follows:

1 Interest rate risk - The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the defined benefit and will thus result in an increase in the value of the liability.

2 Liquidity risk - This is the risk that the Group is not able to meet the short-term benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

3 Salary escalation risk - The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

4 Regulatory risk - Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹20,00,000).

Notes forming part of the Consolidated Financial Statements

5 Demographic risk - The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse as compared to the assumptions.

(c) Other long term benefits

The obligation for leave benefits (non funded) is also recognised using the projected unit credit method and accordingly the long term paid absences have been valued.

44 Related party disclosures

(A) List of related parties

(i) Associates

Today Merchandise Private Limited (extent of holding 49% w.e.f. 01 October, 2016)

Today Retail Network Private Limited (extent of holding 49% w.e.f. 01 October, 2016)

(ii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year

24 Ghantalu News Limited, ATL Media Limited, Creantum Securities Private Limited, Cyquator Media Services Private Limited, Digital Subscriber Management and Consulting Private Limited, Diligent Media Corporation Limited (w.e.f. 1 April 2017), Dish TV India Limited, Essel Business Excellence Services Limited, Essel Corporate Resources Private Limited, Essel Finance Management LLP, Essel Finance VKC Forex Limited, Essel Realty Private Limited, Essel Vision Productions Limited, India Webportal Private Limited, Jay Properties Private Limited, Pan India Network Infravest Private Limited, Pan India Network Limited, Planetcast Media Services Limited (upto 31 March 2017), Sarthak Entertainment Private Limited, Shirpur Gold Refinery Limited, Siti Networks Limited, Siti Vision Digital Media Private Limited, Sprit Infrapower & Multiventures Private Limited (formerly Sprit Textiles Private Limited), Subhash Chandra Foundation (formerly Dr. Subhash Chandra Foundation), Taj Television (India) Private Limited (upto 28 February 2017), Tapasvi Mercantile Private Limited, Zee Digital Convergence Limited, Zee Entertainment Enterprises Limited, Zee Learn Limited, Zee Turner Limited, Zee Telefilms Middle East FZ LLC, Zee Unimedia Limited.

(iii) Key Management Personnel / Directors

Dr. Subhash Chandra (Non-executive Chairman upto 23 May 2016), Rajiv Singh (Executive Director & COO w.e.f. 09 September 2016), Jagdish Chandra (Executive Director - Regional News Channels w.e.f. 03 February 2017), Rajendra Kumar Arora (Executive Director & CEO from 24 May 2016 to 30 August 2016), Rashmi Aggarwal, Kanta Devi Allaria, Surjit Banga and Uma Mandavgane.

Notes forming part of the Consolidated Financial Statements

(B) Transactions with related parties:

₹ million

	31-Mar-18	31-Mar-17
(i) With associates:		
- Today Merchandise Private Limited		
· Investment in equity shares	-	368.80
· Investment in debentures	70.00	75.50
· Interest income on debentures	0.05	0.00
· Advance received from customers	-	102.35
· Deposits received from customers	-	275.00
· Deposits received from customers refunded	-	145.00
· Channel management fee received	65.58	-
· Shopping channel content expenses	70.90	-
· Purchase of Intangible assets	3.03	-
· Rent paid	7.06	-
· Reimbursement of electricity charges	1.71	-
- Today Retail Network Private Limited		
· Investment in equity shares	-	28.92
· Interest income on debentures	0.01	0.00
· Commission income	43.87	-
(ii)With Key Management Personnel / Directors		
· Remuneration to executive directors	**11.72**	**14.76**
Rajendra Kumar Arora	-	9.41
Rajiv Singh	11.72	5.35
Jagdish Chandra	0.00	0.00
· Commission to non-executive directors	2.00	1.66
· Sitting fees paid to non-executive directors	0.82	1.58
(iii) With other related parties		
· Revenue from broadcasting services	**699.84**	**684.34**
India Webportal Private Limited	90.61	93.11
Zee Entertainment Enterprises Limited	558.15	446.65
Taj Television (India) Private Limited	-	99.55
Other related parties	51.08	45.03
· Revenue from print services	**-**	**64.95**
Zee Entertainment Enterprises Limited	-	12.07
India Webportal Private Limited	-	22.53
Zee Learn Limited	-	25.63
Siti Networks Limited	-	2.28
Other related parties	-	2.44
· Sale of television programs	**57.29**	**65.84**
ATL Media Limited	57.29	65.84
· Reimbursement of expenses received	**8.20**	**-**
Diligent Media Corporation Limited	5.45	-
Siti Networks Limited	2.75	-
· Revenue from other operating revenue	**6.00**	**0.50**
Zee Digital Convergence Limited	6.00	0.50
· Financial guarantee fee income	**13.50**	**-**
Diligent Media Corporation Limited	13.50	-
· Sale of property, plant and equipment	**-**	**2.05**
Zee Unimedia Limited	-	2.05

Notes forming part of the Consolidated Financial Statements

(B) Transactions with related parties:

₹ million

	31-Mar-18	31-Mar-17
· **Purchase of property, plant and equipment**	**2.85**	**4.66**
Zee Digital Convergence Limited	-	4.11
Digital Subscriber Management and Consulting Private Limited	2.70	-
Dish TV India Limited	-	0.55
Other related parties	0.15	-
· **Interest income**	**-**	**0.19**
24 Ghantalu News Limited	-	0.19
· **Lease-line and V-Sat expenses***	**31.25**	**58.42**
Dish TV India Limited	31.25	33.31
Planetcast Media Services Limited	-	25.11
· **Telecast cost ***	**112.18**	**107.61**
Dish TV India Limited	56.54	54.72
Zee Entertainment Enterprises Limited	55.64	45.28
Other related parties	-	7.61
· **Rent paid ***	**177.74**	**126.99**
Zee Entertainment Enterprises Limited	177.74	126.37
Other related parties	-	0.62
· **Marketing distribution and business promotion expenses**	**133.76**	**140.35**
Siti Networks Limited	91.22	82.63
Dish TV India Limited	42.00	42.00
Shirpur Gold Refinery Limited	-	15.43
Other related parties	0.54	0.29
· **Commission expenses ***	**320.67**	**309.98**
Zee Unimedia Limited	320.67	309.98
· **Reimbursement of electricity expenses ***	**53.00**	**43.00**
Zee Entertainment Enterprises Limited	53.00	43.00
· **Advertisement and publicity expenses**	**4.80**	**4.22**
India Webportal Private Limited	-	3.18
Zee Entertainment Enterprises Limited	3.01	1.04
Diligent Media Corporation Limited	1.79	-
· **Other services**	**105.14**	**118.62**
Zee Entertainment Enterprises Limited	12.45	27.49
Essel Corporate Resources Private Limited	23.05	21.12
Essel Business Excellence Services Limited	46.95	31.21
Zee Digital Convergence Limited	13.84	24.16
Other related parties	8.85	14.64
· **Purchase of foreign currency**	**4.34**	**2.92**
Essel Finance VKC Forex Limited	4.34	2.92
· **Corporate social responsibility expenses**	**8.50**	**6.01**
Subhash Chandra Foundation	8.50	6.01
· **Investment in equity shares**	**-**	**0.00**
Subhash Chandra Foundation	-	0.00
· **Amount reimbursed to**	**-**	**22.95**
Zee Unimedia Limited	-	22.95

Notes forming part of the Consolidated Financial Statements

(c) Balances at the end of the year:

₹ million

	31-Mar-18	31-Mar-17
(i) With associates:		
- Today Merchandise Private Limited		
· Investment in equity shares	368.80	368.80
· Investment in compulsorily convertible debentures	145.60	75.60
· Advance received from customers	-	112.95
· Deposits received	130.00	130.00
· Trade receivables	11.08	-
· Trade payables	107.02	-
- Today Retail Network Private Limited		
· Investment in equity shares	28.92	28.92
· Investment in compulsorily convertible debentures	0.10	0.10
(ii) With Key Management Personnel / Directors		
· Commission payable to non-executive directors	2.00	1.66
(iii) Other related parties		
· Investment in preference share capital	**4,362.66**	**-**
Diligent Media Corporation Limited	4,362.66	-
· Trade receivables	**262.52**	**416.97**
ATL Media Limited	57.29	60.67
Zee Entertainment Enterprises Limited	130.04	42.45
India Webportal Private Limited	26.45	83.76
Other related parties	48.74	230.09
· Loans advances and deposits given / other receivables	**169.52**	**29.76**
Essel Business Excellence Services Limited	14.40	14.53
Zee Entertainment Enterprises Limited	5.44	8.25
Diligent Media Corporation Limited	117.96	-
Zee Unimedia Limited	23.74	-
Other related parties	7.98	6.98
· Interest receivable	**-**	**6.34**
Sprit Infrapower & Multiventures Private Limited	-	5.68
Other related parties	-	0.66
· Trade payables / other Payables	**667.31**	**475.66**
Dish TV India Limited	122.21	108.62
Zee Entertainment Enterprises Limited	210.37	92.19
Siti Networks Limited	74.22	65.56
Zee Unimedia Limited	162.71	132.13
Other related parties	97.80	77.16
· Advances and deposits received	**6.55**	**0.17**
Pan India Network Limited	0.15	0.15
Essel Vision Productions Limited	0.02	0.02
Essel Realty Private limited	6.38	-
· Investment in equity shares	**0.00**	**0.00**
Subhash Chandra Foundation	0.00	0.00
· Corporate guarantee given (including premium accrued on debentures issued)	**3,612.09**	**-**
Diligent Media Corporation Limited	3,612.09	-

Notes forming part of the Consolidated Financial Statements

(a) * includes expenses capitalized

(b) The above disclosures are excluding Ind AS adjustments.

(c) Parties with transaction less than 10% of the group total are grouped under the head "Other related parties".

(d) Remuneration to executive directors is based on Form 16 issued under the Income Tax Act, 1961 and excludes leave encashment ₹0.53 million (2017: ₹0.25 million) and gratuity ₹0.01 million (2017: ₹0.00 million) provided on the basis of actuarial valuation.

(e) Corporate guarantee outstanding includes ₹912.09 million being premium accrued and payable at the time of redemption of debentures.

(f) Transaction pursuant to the Scheme of Arrangement and Amalgamation (refer note 37) are not included in above details.

45 Additional information pursuant to Para 2 of General Instructions for preparation of consolidated financial statements

S. No.	Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit / (loss) for the year		Share in other comprehensive income / (loss) for the year		Share in total comprehensive income / (loss) for the year	
		% of consolidated net assets	₹ million	% of consolidated profit / (loss)	₹ million	% of consolidated other comprehensive income	₹ million	% of total comprehensive income	₹ million
I	**Parent**								
	Zee Media Corporation Limited	97.84 %	6,779.77	145.93 %	406.25	(98.00)%	(4.03)	146.65 %	402.22
II	**Indian subsidiaries**								
1	Zee Akaash News Private Limited (60%)	4.50 %	312.03	43.48 %	121.04	(0.12)%	(0.01)	44.13 %	121.03
2	Ez-Mall Online Limited	(1.31)%	(91.06)	(76.32)%	(212.47)	6.54 %	0.27	(77.37)%	(212.20)
III	**Non controlling interest**								
	Zee Akaash News Private Limited (40%)	3.00 %	208.02	28.99 %	80.69	(0.08)%	(0.00)	29.42 %	80.69
IV	**Indian associates (Investment as per the equity method)**								
1	Today Merchandise Private Limited (49%)	4.43 %	307.04	(13.35)%	(37.17)	(8.23)%	(0.34)	(13.68)%	(37.51)
2	Today Retail Network Private Limited (49%)	0.21 %	14.87	(3.10)%	(8.64)	(0.19)%	(0.01)	(3.15)%	(8.65)

Note: Net assets / share of profit / (loss) of subsidiaries and associates are considered based on the respective audited standalone financial statements without considering elimination / consolidation adjustments.

Notes forming part of the Consolidated Financial Statements

46 Interest in associates

(a) The summarized financial information of the Group's associates are set out below.

(b) The principal place of business for all associates is in India.

1) Today Merchandise Private Limited

₹ million

	31-Mar-18	31-Mar-17*
Summarised balance sheet is as under:		
Current assets	351.00	190.06
Non-current assets	155.69	288.16
Current liabilities	(178.20)	(141.90)
Non-current liabilities	(0.60)	(1.82)
Financial instruments considered as other equity	(520.92)	(450.98)
Equity	**(193.03)**	**(116.48)**
Proportion of Company's ownership (%)	49%	49%
Proportion of Company's ownership (₹)	(94.58)	(57.07)
Other group adjustment	(5.21)	(5.21)
Add: Goodwill	406.83	406.83
Carrying amount of the investment (Refer note 8 (a))	**307.04**	**344.55**
Summarised statement of profit and loss is as under:		
Total revenue	118.68	13.65
Profit / (loss) for the year	(75.86)	(49.97)
Other comprehensive income / (loss)	(0.69)	0.46
Total comprehensive income / (loss)	**(76.55)**	**(49.51)**
Group's share of profit / (loss)	(37.17)	(24.48)
Group's share of other comprehensive income / (loss)	(0.34)	0.23

2) Today Retail Network Private Limited

₹ million

	31-Mar-18	31-Mar-17*
Summarised balance sheet is as under:		
Current assets	65.59	47.37
Non-current assets	11.98	11.10
Current liabilities	(104.52)	(67.71)
Non-current liabilities	(0.08)	(0.14)
Financial instruments considered as other equity	(106.62)	(106.62)
Equity	**(133.65)**	**(116.00)**
Proportion of Company's ownership (%)	49%	49%
Proportion of Company's ownership (₹)	(65.49)	(56.85)
Add: Goodwill	80.36	80.36
Carrying amount of the investment (Refer note 8 (a))	**14.87**	**23.51**
Summarised statement of profit and loss is as under:		
Total revenue	132.08	10.31
Profit / (loss) for the year	(17.63)	(10.99)
Other comprehensive Income / (loss)	(0.02)	(0.04)
Total comprehensive income / (loss)	**(17.65)**	**(11.03)**
Group's share of profit / (loss)	(8.64)	(5.39)
Group's share of other comprehensive income / (loss)	(0.01)	(0.02)

* from the date of acquisition of associate i.e. 01 October, 2016.

Notes forming part of the Consolidated Financial Statements

47 Financial information of subsidiary that has material non-controlling interest

₹ million

	31-Mar-18	31-Mar-17
Name of subsidiary	**Zee Akaash News Private Limited**	
Place of business	India	
Proportion of equity interest held by non-controlling interest	40%	40%
(a) Accumulated balances of material non-controlling interest	**208.02**	**175.47**
(b) Summarised balance sheet:		
Non-current assets	282.55	82.32
Current assets	407.21	433.62
Total assets	**689.76**	**515.94**
Non-current liabilities	20.56	19.07
Current liabilities	149.15	58.19
Total liabilities	**169.71**	**77.26**
Net assets	**520.05**	**438.68**
(c) Summarised statement of Proft and loss:		
Revenue from operations	643.03	539.69
Profit / (loss) for the year	201.74	92.58
Other comprehensive income for the year	(0.01)	(1.66)
Total comprehensive income for the year	201.73	90.92

48 Collateral / security pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the Group are as under:

₹ million

Particulars	**31-Mar-18**	**31-Mar-17**
Property, plant and equipment	1,652.14	986.55
Other current and non-current financial assets	7,210.74	1,628.21
Other current and non-current assets	1,160.19	298.21
Total assets pledged	**10,023.07**	**2,912.97**

49 During the year ended 31 March 2017, the Board had approved acquisition of initial 49% Equity stake in the Radio Broadcasting business of Reliance Broadcast Network Limited (RBNL). The said proposal is awaiting approval from Ministry of Information and Broadcasting.

Notes forming part of the Consolidated Financial Statements

50 Reconciliation between opening and closing balances in the consolidated balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under

₹ million

	As at 31 March 2017	Cash inflows	"Cash outflows	Non-cash changes related to interest	As at 31 March 2018
Long-term borrowings (including current maturities)	659.32	624.19	(641.43)	0.57	**642.65**
Short-term working capital loan	-	300.00	(300.00)	-	-

51 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classifications / disclosures.

As per our attached report of even date

For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

Ramaswamy Subramanian
Partner
Membership Number 016059
Mumbai, 16 May 2018

For and on behalf of the Board

Surjit Banga
Non-Executive Chairman

Rajiv Singh
Executive Director & COO

Sumit Kapoor
Chief Financial Officer

Pushpal Sanghavi
Company Secretary

Notes

Notes

Zee Media Corporation Limited

Registered Office: 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400018
Tel: +91-22-7106 1234 | Fax: +91-22- 2300 2107 | CIN: L92100MH1999PLC121506 | Website: www.zeenews.india.com

ATTENDANCE SLIP

19th Annual General meeting

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Friday, 20th day of July, 2018 at 11.00 a.m.

Name of Shareholder/Proxy: (IN BLOCK LETTERS) ______________________ Signature of Shareholder/Proxy ______________________

Folio No.: ______________________ Client ID No.# ______________________

DP ID No. ______________________ No. of Shares ______________________

(Applicable for shareholders holding shares in dematerialised form)

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

19th Annual General Meeting

Name of Member(s) ______________________

Registered Address ______________________

E-mail ID ______________Folio No./Client ID. No. ____________I/We, being the member(s) holding ______________
Shares of Zee Media Corporation Limited, hereby appoint

1. Name: ______________________ Email ID:______________________
   Address: ______________________
   ______________________ Signature: ______________________
2. Name: ______________________ Email ID:______________________
   Address: ______________________
   ______________________ Signature: ______________________
3. Name: ______________________ Email ID:______________________
   Address: ______________________
   ______________________ Signature: ______________________

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company to be held on Friday, 20th day of July 2018 at 11.00 a.m. at The Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

I Wish my above proxy to vote in the manner as indicated in the box below:

	Resolutions	For	Against
1	Adoption of Audited Financial Statements of the Company on Standalone and Consolidated basis for the financial year ended March 31, 2018 including the Balance Sheet, Statement of Profit and Loss and the Reports of the Auditors and Directors thereon.		
2	Re-appointment of Mr. Rajiv Singh as Director of the Company		
3	Appointment of Mr. Ashok Venkatramani as Director		
4	Appointment of and payment of remuneration to Mr. Ashok Venkatramani as Managing Director.		
5	Re-appointment of Dr. (Mrs.) Rashmi Aggarwal as Independent Director for second term.		
6	Re-appointment of Mrs. Kanta Devi Allria as Independent Director for second term.		
7	Material Related Party Transactions by the Company with Zee Entertainment Enterprises Limited (ZEEL) for availing Channel Distribution Services, Advertisement Sales Services and Content Monetization on Digital / Web platform by Company from ZEEL		

Signed this _____ day of ______________ 2018

Signature of Shareholder __________________ Signature of Proxyholder(s)________________

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 14th Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400018, not less than 48 hours before the commencement of the Meeting.

OUR PRESENCE

ZEE MEDIA

ZEE MEDIA CORPORATION LIMITED

CIN: L92100MH1999PLC121506

REGISTERED OFFICE
14th Floor, A Wing, Marathon Futurex,
NM Joshi Marg, Lower Parel,
Mumbai - 400013 Maharashtra

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Website: www.zeenews.india.com