

MAURYA TV PRIVATE LIMITED

***ANNUAL REPORT
For the Financial Year ended
31st March 15***



B. S. Sharma & Co.

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Maurya TV Privated Limited.

1. Report on the Financial Statements

We have audited the accompanying financial statements of **Maurya TV Private Limited ("The Company")**, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information, which have been signed with reference to the report hereunder.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

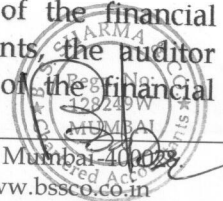
3. Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial



statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purposes of expressing an opinion, whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the Balance Sheet, of the state of Affairs of the Company as at 31st March, 2015;
- b. In the case of the Statement of Profit and Loss, of the No Profit, no Loss of the Company for the year ended on that date; and
- c. In the case of Cash Flow Statement, of the Cash Flows for the Company for the year ended on that date.

5. Emphasis of Matters

Without qualifying our report, we draw reference to

Sr No.16 to Note 20 regarding preparation of financial statements on going concern basis, despite more than 50% erosion of capital by brought forward losses, with the assurance from the promoters that they will finance as and when required in future, as per the Letter of support received, to enable continuation of operations. Therefore the Board of Directors is of the opinion that it is appropriate to prepare the financial statements under report on Going Concern basis.

6. Report on Other Legal and Regulatory Requirements

As required by the 'Companies (Auditors' Report) Order, 2015" issued by the Central Government of India in terms of Section 143(11) of the Act (hereinafter referred to as 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 Statement on the matters specified in paragraphs 3 and 4 of the Order.

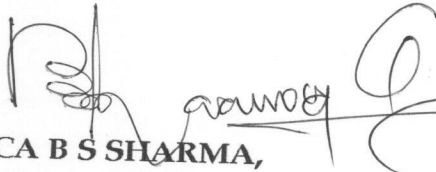
7. As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



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

For B S SHARMA & CO.,
Chartered Accountants
FR No. 128249W



CA B S SHARMA,
PROPRIETOR,
Membership No.031578



Mumbai, dated 21.05.2015



B. S. Sharma & Co.

Chartered Accountants

Annexure referred to in Paragraph 6 under the heading of "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" of our report of even date to the members of for the year ended 31 March 2015

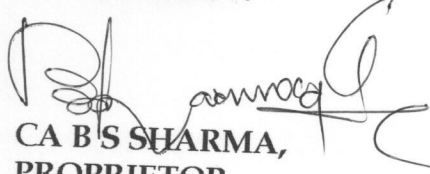
- (i) a) The company has maintained requisite records showing required particulars including Quantitative details and situation of its fixed assets. No discrepancy was found on such verification.
- b) According to the information and explanation given to us by the management of the company, majority of the fixed assets of the company have been physically verified, in phased manner, by the management during the year and the intervals of such verification had also been reasonable.
- (ii) The company is in TV News broadcasting business and raw tapes bought for its business are expensed and has not been holding any inventory during and at the end of the year, hence the sub-clauses ii (a), ii(b) and ii(c) of Clause ii of the Order is not applicable.
- (iii) a) Based on our scrutiny and as per information and explanations provided to us by the management, the company has not granted loans to persons covered in the registers maintained under section 189 of the Companies Act, 1956 (the Act).
- b) Since no loans or advances in the nature of loans are given to parties covered under Section 189 of the Act and as detailed herein above, the rest of the provisions in sub-clause iii(a) and iii(b) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and its nature of business with regard to purchases, fixed assets and sales. During our course of audit, no major weakness was noticed by us in the existing internal control system.
- (v) a) In our opinion and according to the information and explanations given to us, the company has not accepted deposits as covered under the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, hence this clause is not applicable.
- b) In view of our comments at Sr no. v(a) above, there is no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, hence not applicable.
- (vi) We have been informed by the management that the maintenance of cost records has not been prescribed by the Central Govt. under section (1) of section 148 of the Companies Act, 2013.
- (vii) a) According to the books and records as produced and examined by us in accordance with Generally Accepted Auditing Practices in India and also based on management representations, undisputed statutory dues in respect of provident fund, employee state insurance, income tax, wealth tax, service tax, sales tax, value added tax, excise duty, cess and other material statutory dues have generally been regularly deposited by the company except that



contribution to Employee State Insurance has remained unpaid to the extent of Rs.55,050/-, monthly payable from April 2014 to September 2014, on the last day of the financial year for a period of more than six months from the date they became payable. However, the same has since been paid.

- b) According to information and explanations given to us, there are no undisputed amounts payable in respect of income tax, service tax, custom duty, excise duty etc., which were outstanding as on 31st March, 2015 for a period more than six months from the date the same became payable.
- c) As per the records of the company, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company was incorporated on 18th May 2007 and has accumulated losses exceeding fifty percent of its net worth at the end of the financial year. However, the Company has not incurred cash losses during the current financial year but had cash losses in the immediately preceding financial year.
- (ix) As observed by us and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to its financial institution or bank/s during the year under audit.
- (x) As per the information and explanations given to us, evidences produced before us, the company has not given any guarantee for loans taken by others from any bank or financial institutions. The company has not issued any debentures. Hence, reporting on terms and conditions of guarantee is not applicable.
- (xi) As observed by us, the company has applied the Term Loans raised from Banks for the purpose for which they were raised in the preceding year/s.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year under audit and even upto the date of our audit.

**For B S SHARMA & CO.,
Chartered Accountants
FR No. 128249W**



**CA B S SHARMA,
PROPRIETOR,
Membership No.031578**



**Place: Mumbai
Date: 21.05.2015**

MAURYA TV PRIVATE LIMITED
Balance Sheet as at 31 March,

(Amount in Rs.)

	Note	2015	2014
Equity and Liabilities			
Shareholders' Funds			
Share Capital	1	2213,16,480	2213,16,480
Reserves and Surplus	2	(1664,73,530)	(1606,38,544)
		548,42,950	606,77,936
Non-current Liabilities			
Long-Term Borrowings	3	3,745	93,25,000
Long-Term Provisions	4	10,67,728	2,65,085
Other Long-Term Liabilities	5	193,56,000	193,56,000
		204,27,473	289,46,085
Current Liabilities			
Trade Payables	6	86,38,604	26,73,356
Other Current Liabilities	6	387,34,463	292,30,865
Short-Term Provisions	4	65,017	-
		474,38,084	319,04,221
Total		1227,08,508	1215,28,242
Assets			
Non - Current Assets			
Fixed Assets			
Tangible Assets	7	734,04,842	905,02,455
Intangible Assets	7	9,358	14,858
		734,14,201	905,17,313
Long-Term Loans and Advances	8	66,34,600	-
Other Non-Current Assets	9	96,82,157	89,65,016
		897,30,958	994,82,329
Current Assets			
Trade Receivables	10	213,60,339	121,12,341
Cash and Bank Balances	11	73,66,119	35,49,490
Short-Term Loans and Advances	8	42,51,093	63,84,082
		329,77,551	220,45,913
Total		1227,08,508	1215,28,242
Significant Accounting Policies	19		
Other Notes To Financial Statements	20		

Notes referred form an integral part of financial statements

As per our report of even date

For B.S. SHARMA & Co.

Chartered Accountants

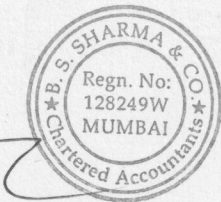
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CA B. S. Sharma
PROPRIETOR

Membership No. FCA-031578

Place: Mumbai

Date: May 21, 2015



For and on behalf of the Board
MAURYA TV PRIVATE LIMITED

Bhaskar Das
DIRECTOR

Mukesh Jindal
DIRECTOR

MAURYA TV PRIVATE LIMITED
Statement of Profit and Loss for the year ended 31 March,

(Amount in Rs.)

Particulars	Note	2015	2014
Revenues			
Revenue from Operations	12	1436,44,000	310,01,721
Other Income	13	8,53,323	159,42,459
Total		1444,97,323	469,44,181
Expenses			
Operational Cost	14	493,56,542	284,37,524
Employee Benefits Expense	15	219,88,949	106,66,373
Finance Cost	16	23,21,007	36,22,970
Depreciation / Amortisation Expense	17	136,85,601	92,60,093
Other Expenses	18	571,45,224	195,18,517
Total		1444,97,323	715,05,477
Profit before Exceptional Items and Tax		0	(245,61,296)
Exceptional Item (Loan written back due to losses)		-	(110,00,000)
Profit before Tax		0	(135,61,296)
Less: Tax Expense			
- Current Tax		-	-
- Deferred Tax		-	-
- Tax on Earlier Year		-	-
Profit/ (Loss) after tax		0	(135,61,296)
Prior period adjustments		-	(2,52,642)
Profit/(Loss) for the period		0	(133,08,654)
Basic and Diluted Earnings per share of face value of Rs. 10/- each		0.00	(0.60)
Significant Accounting Policies	19		
Other Notes To Financial Statements	20		

Notes referred form an integral part of financial statements

As per our report of even date

For B.S. SHARMA & Co.

Chartered Accountants

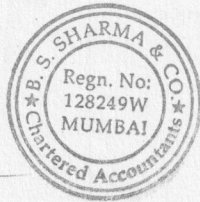
Firm Registration Number. 128249W

CA B. S. Sharma
PROPRIETOR

Membership No. FCA-031578

Place: Mumbai

Date: May 21, 2015



For and on behalf of the Board
MAURYA TV PRIVATE LIMITED

Bhaskar Das
DIRECTOR

Mukesh Jindal
DIRECTOR

MAURYA TV PRIVATE LIMITED
Cash Flow Statement for the year ended 31 March,

(Amount in Rs.)

A. CASH FLOW FROM OPERATING ACTIVITIES		2015	2014
Net Profit/(Loss) after tax	[A]	0	(135,61,297)
Adjustment for:			
Depreciation		136,85,601	78,48,480
Depreciation amortisation w/Back		-	(139,42,801)
Finance Cost		22,83,843	36,22,970
Interest income		(7,96,823)	(7,37,191)
Prior Period Adjustments		-	2,52,642
Loss on sale of fixed assets/ Loss on Assets Discarded		-	65,45,541
Preliminary expenses written off		-	14,11,613
Total Adjustment	[B]	151,72,621	50,01,254
Operating profit/ (loss) before working capital changes		151,72,621	(85,60,043)
Adjustment for changes in working capital :			
(Increase) / Decrease in Trade Receivables		(92,47,998)	(55,71,426)
(Increase) / Decrease in Other Receivables		(6,03,898)	80,94,666
Increase / (Decrease) in Trade and Other Payables		174,95,613	22,77,908
Increase / (Decrease) in Provisions (Net)		8,67,660	(1,03,835)
Total	[D]	85,11,378	46,97,313
Cash generated / (used) from / for operations	[E=C+D]	236,83,998	(38,62,731)
Taxes (Paid) / Received (Net of provisions)	[F]	(38,97,713)	(13,94,251)
Net cash generated / (used) from operating activities	[G=E+F]	197,86,285	(52,56,982)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Sale of fixed assets		-	4,25,000
Purchase of fixed assets including capital work in progress		(24,17,475)	(8,75,741)
Preliminary Expenses written off		-	(14,11,613)
Interest received (revenue)		79,682	7,37,191
Net cash Generated / (used) in Investing activities	[H]	(23,37,793)	(11,25,163)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Equity share issued		-	213,16,480
Other deposit received		-	193,56,000
Repayment of Bank Term Loan		(113,48,022)	(95,98,233)
Repayment of Other Loans (net)		-	(196,11,744)
Finance Cost		(22,83,843)	(36,22,970)
Net cash used in financing activities	[I]	(136,31,865)	78,39,533
Net Increase / (Decrease) in Cash & Cash equivalents	[J]=[G]+[H]+[I]	38,16,627	14,57,388
Cash and cash equivalents - At the beginning of the period	[K]	95,69,490	81,12,102
Cash and cash equivalents - At the end of the period	[J]+[K]	133,86,119	95,69,490
Cash and cash equivalents comprise :			
Cash in hand		3,51,897	3,14,706
Deposit account (use is restricted due to Lien marked against bank guarantees)		60,20,000	60,20,000
Balance with banks		70,14,223	32,34,785
Total cash and cash equivalents		133,86,119	95,69,490

Notes referred form an integral part of financial statements

As per our report of even date

For B.S. SHARMA & Co.

Chartered Accountants

Firm Registration Number. 128249W

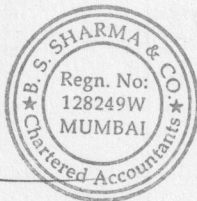
CA B. S. Sharma

PROPRIETOR

Membership No. FCA-031578

Place: Mumbai

Date: May 21, 2015



For and on behalf of the Board
MAURYA TV PRIVATE LIMITED

Bhaskar Das
DIRECTOR

Mukesh Jindal
DIRECTOR

MAURYA TV PRIVATE LIMITED

Notes Forming Part of the Financial Statements

1(a) Share Capital

	(Amount in Rs.)	
	2015	2014
Authorised 23,000,000 (23,000,000) Equity Shares of Rs. 10 each	2300,00,000	2300,00,000
Issued, Subscribed and Paid up 22,131,648 (22,131,648) Equity Shares of Rs. 10 each fully paid up	2300,00,000	2300,00,000
Total	2213,16,480	2213,16,480

(b) Reconciliation of number of Equity shares and Share capital

	31-Mar-15		31-Mar-14	
	Number of equity shares	Rupees	Number of equity shares	Rupees
At the beginning of the year	221,31,648	2213,16,480	38,50,000	385,00,000
Changes during the year	-	-	182,81,648	1828,16,480
Outstanding at the end of the period	221,31,648	2213,16,480	221,31,648	2213,16,480

(c) Terms/ Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share held. Dividend as and when recommended by the Board of directors, will be paid on the basis of the number of equity shares held, on approval by the shareholders at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the 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. There are no such preferential amounts to be paid.

(d) Details of Share holders holding more than 5% of shares in the Company

S.No.	Name of share holder	As at 31.03.2015		As at 31.03.2014	
		No. OF SHARES	% OF HOLDING	No. OF SHARES	% OF HOLDING
1	Mr. Prakash Jha	-	-	136,55,147	61.70
2	Zee Media Corporation Limited	221,31,648	100.00	83,80,241	37.87

(e) Details of aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years

None of the shares have been issued for as bonus or for consideration other than cash till date.

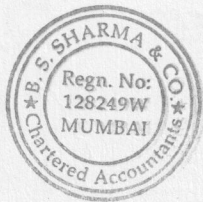
		2015	2014
2	Reserves and Surplus		
	Surplus/ (Deficit) in the Statement of Profit and Loss		
	As per last Balance Sheet		
	Less: Adjustment for depreciation (Refer 'Note 17' below)	(1606,38,545)	(1473,29,889)
	Add: Profit/(Loss) for the period/year	(58,34,985)	-
		0	(133,08,655)
	Total	(1664,73,530)	(1606,38,544)

	Non- Current		Current	
	2015	2014	2015	2014
3	Long-Term Borrowings - Secured			
	Term Loan from Bank*			
	3,745	93,25,000	93,00,000	113,26,767
	Less: Amount disclosed under "Other Current Liabilities"			
	-	-	93,00,000	113,26,767
	Total	3,745	93,25,000	-

*Loan from Allahabad Bank

Term Loan from bank Rs. 93,03,745 (Rs 2,06,51,767) is secured by way of Hypothecation of charge on the entire current assets including stock and other assets both present and future and equitable mortgage / hypothecation of entire immovable fixed assets including land and building, plant and machinery both present and future. The loan is guaranteed by the then directors of the Company. The loan carries interest @ 13.25% p.a. payable monthly and the outstanding loan is repayable in 4 quarterly installments, repayable by January 2016.

Term Loan outstanding as on 31st March 2015 aggregating to Rs.93,03,745/- is repayable in 3 quarterly installments of Rs.23,25,000 and final installment of Rs.23,50,000. Of the total amount repayable, Company has already paid an advance of Rs.21,255/- to the bank.



Signature

MAURYA TV PRIVATE LIMITED

Notes Forming Part of the Financial Statements

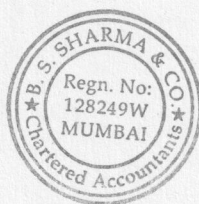
		Long-Term		Short-Term	
		2015	2014	2015	2014
4	Provisions				
	Provision for Employees Benefits:**				
	- Gratuity	6,56,666	1,83,557	20,265	-
	- Leave benefits	4,11,062	81,528	44,752	-
	Current Tax Provision	-	-	-	-
	Total	10,67,728	2,65,085	65,017	-

** The provision for the above employees benefits has been made on actuarial valuation report thereof.

		2015		2014	
5	Other Long-Term Liabilities				
	Channel Management Deposit				
	Total	193,56,000	193,56,000	193,56,000	193,56,000

		2015		2014	
6	Current Liabilities				
	Trade Payables	86,38,604	26,73,356		
	Other Current Liabilities	86,38,604	26,73,356		
	Current maturities of long-term borrowings				
	Advance received from Customers	93,00,000	113,26,767		
	Statutory Liabilities	5,96,460	76,167		
	Unearned Revenue	8,07,766	16,49,095		
	Creditors for Capital Goods	-	71,757		
	Other Payables	17,37,747	-		
	Total	387,34,463	292,30,865	473,73,067	319,04,221

		Long-Term		Short-Term	
		2015	2014	2015	2014
8	Loans and Advances				
	Security Deposits	4,63,842	-	15,75,000	19,07,200
	Other Advances	-	-	18,95,207	2,93,937
	Prepaid Expenses	19,629	-	2,61,459	8,16,538
	Advance Tax (Net of Provisions)	61,51,129	-	-	22,53,416
	Advance Indirect Tax	-	-	5,19,428	11,12,991
	Total	66,34,600	-	42,51,093	63,84,082



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MAURYA TV PRIVATE LIMITED

Notes Forming Part of the Financial Statements

			(Amount in Rs.)	
9 Other Non Current Assets		2015	2014	
Balances with bank in deposit accounts* (Refer 'Note 11')		60,20,000	60,20,000	
Interest accrued on FDR		36,62,157	29,45,016	
Total		96,82,157	89,65,016	

			(Amount in Rs.)	
10 Trade Receivables (unsecured)		2015	2014	
Over six months				
Considered Good		19,03,619	121,12,341	
Considered Doubtful		-	-	
Others				
Considered Good		194,56,720	-	
Less: Provision for doubtful debts		213,60,339	121,12,341	
		-	-	
Total		213,60,339	121,12,341	

					(Amount in Rs.)	
11 Cash and Bank Balances	Non Current		Current			
	2015	2014	2015	2014		
Cash and Cash Equivalents						
Cash on Hand	-	-	-	-	3,51,897	3,14,706
Balances with Banks in Current Accounts	-	-	70,14,223	-	32,34,785	-
Other Bank Balances						
Fixed Deposits with maturity more than 12 months^	60,20,000	60,20,000	-	-	-	-
Less: Amount disclosed under the head Other Non Current Assets (Refer 'Note 9')	60,20,000	60,20,000	-	-	-	-
	-	-	-	-	-	-
Total	-	-	73,66,119	35,49,490		

^ Bank Guarantee given to EPCG under Export obligation.

			(Amount in Rs.)	
12 Revenue from Operations		2015	2014	
Advertisement		212,68,319	85,01,721	
License Fee**		1223,75,681	225,00,000	
Total		1436,44,000	310,01,721	

** The license fee is received from Zee Media Corporation Ltd., (ZMCL) (the company being a subsidiary company of ZMCL). The said fee is received in terms of the Clause 5 of the Channel Management Agreement dt 14th September 2013, when the company was an Associate of ZMCL.

			(Amount in Rs.)	
13 Other Income		2015	2014	
Interest Income from Bank Deposits		7,96,823	7,37,191	
Sundry Balance written back (Net)		-	12,57,366	
Depreciation written Back (On account of Change in the Method from WDV to SLM)		-	139,42,801	
Miscellaneous Income		56,500	5,101	
Total		8,53,323	159,42,459	



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MAURYA TV PRIVATE LIMITED

Notes Forming Part of the Financial Statements

		(Amount in Rs.)	
14 Operational Cost		2015	2014
Acquisition of Programs*		301,75,000	136,24,750
Consultancy and Professional charges		40,23,973	-
Hire charges		9,41,109	-
Raw tapes consumed		1,66,302	-
Vehicle running, maintenance and Hire charges		35,07,183	11,85,258
Travelling and Conveyance expenses		5,53,618	-
Lease-line and V-Sat expenses		12,94,998	3,46,605
Other Production expenses		11,31,672	76,59,285
Transmission Cost		75,62,687	56,21,626
Total		493,56,542	284,37,524

* During the year, the company has foreclosed GEC teleserial shows as per the agreements entered into various producers of serials till further decision. This closure is done and confirmed on exchange of emails.

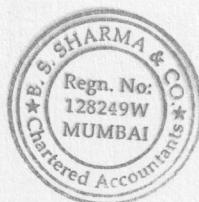
		(Amount in Rs.)	
15 Employee Benefits expense		2015	2014
Salaries and Allowances		196,84,461	100,03,738
Contribution to Provident and other funds		16,19,538	4,68,700
Staff Welfare expenses		6,84,950	1,93,935
Total		219,88,949	106,66,373

		(Amount in Rs.)	
16 Finance Cost		2015	2014
Interest - on Others		1,08,865	43,374
Interest - on Loan		21,74,978	35,79,596
Bank and other financial charges		37,164	-
Total		23,21,007	36,22,970

		(Amount in Rs.)	
17 Depreciation and Amortisation Expenses		2015	2014
Depreciation on Tangible Assets		136,57,171	78,48,480
Amortisation on Intangible Assets		28,430	-
Preliminary expenses written off		-	14,11,613
Total		136,85,601	92,60,093

**During the period the company has provided depreciation on all assets, other than Plant & Machinery, on the basis of useful lives of assets as prescribed in Schedule II of the Companies Act 2013. However, in the case of plant & machinery covering the relevant items, the company has ascertained useful lives based on technological upgradation, practical experience and replacement cycle of such Plant and machinery, which differ from the useful lives of assets prescribed in the said schedule. The useful lives of the following assets are considered as under:

Plant & Machinery classified	Useful life as per Schedule II	Company's estimate of useful life.
a. Plant & Machinery - Classified as Studio equipments - Linear consists of playout equipments and other studio equipments like Cameras, monitors, speakers, VTRs, digital router, encoder/decoders etc.	13 years	10 years
b. Plant & Machinery - Classified as Studio equipments - Non- Linear consists of offline editing systems, online editing systems, graphic creation equipment and workstations and are part of the overall editing machines etc.	13 years	5 years
c. Plant & Machinery - Classified as IRD Boxes consists of professional set top boxes provided to various cable operators for transmission of each broadcasted by the Company	13 years	1 years



MAURYA TV PRIVATE LIMITED

Notes Forming Part of the Financial Statements

		(Amount in Rs.)	
18 Other Expenses		2015	2014
Rent			
Rates and Taxes		1,74,774	3,10,200
Repairs and Maintenance - Building		6,58,590	75,869
Repairs and Maintenance - Other		20,95,053	-
Insurance		28,34,940	27,78,876
Electricity and Water charges		1,72,345	1,92,195
Communication expenses		30,30,090	22,30,779
Printing and Stationary expenses		6,25,710	7,75,252
Hire and Service charges		80,452	1,08,954
Conveyance and Travelling expenses		21,86,431	4,64,366
Legal and Professional charges		25,19,755	12,83,278
Payment to Auditors- Auditor's Remuneration		2,12,331	16,15,883
a. Audit fee		-	-
b. Tax Audit fee		1,30,000	1,20,000
c. Other Certification		45,000	30,000
Business Promotion expenses *		50,000	-
Advertisement and Publicity expenses		370,52,377	3,03,986
Commission/ Discount on services		29,27,503	1,03,226
Bad debts / advances written off		1,60,328	7,93,505
Loss on Sale or discard of Assets		19,55,219	-
Miscellaneous expenses		-	65,45,541
		2,34,326	17,86,607
Total		571,45,224	195,18,517

* During the year, the company has entered into a Distribution Agreement dated 01.04.2014 with Dish TV India Limited (Dish TV) to provide non-exclusive distribution rights of its television services/ Channels (viz., Zee Purvaiya - a 24X7 Bihar language News and Entertainment TV Channel) in India by allowing use of Dish TV platform. Dish TV has obtained a DTH license from Government to provide Direct-To-Home services under the Brand "Dish TV".



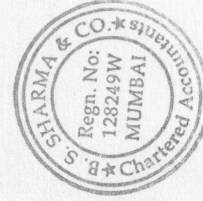
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MAURYA TV PRIVATE LIMITED
Notes forming part of the financial statements

7 Fixed Assets

Description of Assets	Gross Block				Depreciation/Amortisation			Net Block	
	As at April 01, 2014	Additions	Deductions	As at March 31, 2015	For the year	Deductions	To be adj. with Reserves	As at March 31, 2015	As at March 31, 2014
Tangible Assets									
Plant and Machinery	752,27,913	14,70,000	-	766,97,913	88,10,998	-	-	315,16,038	451,81,875
Office Equipments	110,91,826	5,23,989	-	116,15,815	37,37,189	-	44,40,662	106,82,403	9,33,412
Computers	60,27,324	2,67,750	-	62,95,074	1,86,511	-	13,94,323	59,83,846	3,11,228
Furniture and Fixtures	53,39,922	1,55,736	-	54,95,658	6,04,616	-	-	20,20,869	34,74,789
Vehicles	2,34,410	-	-	2,34,410	39,831	-	-	1,46,783	87,627
Land	85,73,145	-	-	85,73,145	2,78,026	-	-	18,22,408	85,73,145
Buildings	166,65,173	-	-	166,65,173	-	-	-	-	151,20,791
Total	1231,59,714	24,17,475	-	1255,77,189	136,57,171	-	58,34,985	521,72,346	734,04,842
Intangible Assets									
Computer Software	37,53,283	-	-	37,53,283	28,430	-	-	37,43,925	9,358
Total	37,53,283	-	-	37,53,283	28,430	-	-	37,43,925	9,358
Previous Year Total	1361,40,412	8,75,741	101,03,157	1269,12,997	78,48,480	31,32,615	139,42,800	363,95,685	905,17,313
									905,17,792

Note : With effect from April 01, 2014, the Company has revised the useful life of some of its fixed assets to comply with the useful life as prescribed by Schedule II to the Companies Act, 2013. As per Note 7 of Part C of Schedule II to the Companies Act, 2013 the carrying amount of the asset as on the date, the said Schedule comes in to effect (i.e., April 01, 2014) has to be depreciated over the remaining prescribed useful life of the asset. Consequently, the depreciation charge for the year ended March 31, 2015 is higher by Rs. 637 million. Further, where the remaining useful life of an asset is nil, the carrying amount of the asset as on that date (i.e., April 01, 2014) has to be recognised in the opening balance of retained earnings. Accordingly, an amount of Rs. 5.83 million (net of deferred tax thereon of Rs. nil) has been adjusted in the opening balance of the surplus in the Statement of Profit and Loss.



S. Sharma

Note No. 19 : SIGNIFICANT ACCOUNTING POLICIES**1. Corporate Information**

Maurya TV Private Limited, incorporated in the State of Maharashtra India, engaged in the business of broadcasting of channel "Zee Purviya" in Bihar/Jharkhand region. Company, initially was associate of Zee Media Corporation Limited (ZMCL) and latter on, December 12, 2015 became the wholly owned subsidiary of ZMCL.

2. Basis of preparation of financial statements:

The financial statements are prepared and presented under the historical cost convention on going concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (upto March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014). The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except the method and manner of providing depreciation on tangible fixed assets pursuant to Schedule II of the Companies Act, 2013 made effective from April 1, 2014.

3. Use of estimates:

The presentation of financial statements requires estimates and assumptions. These estimates and assumptions affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and the estimates is recognized in the period in which the results are known / materialized.

4. Revenue Recognition :

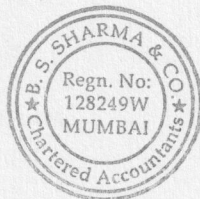
- a) Income from advertisement is recognized on airing of advertisement on TV channel.
- b) Royalties are accounted for on accrual basis.
- c) Channel Management Income on time proportion basis.
- d) Interest income is recognized on the time proportion basis.

5. Borrowing Cost:

Borrowing cost that is directly attributable to the acquisition, construction or production of qualifying assets, is capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expenses in the period in which they are incurred.

6. Depreciation / Amortization on tangible / intangible assets**Tangible assets**

- a) Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing after April 1, 2014, depreciation on tangible fixed



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assets is provided on straight line method as per the useful life prescribed by Schedule II to the Companies Act, 2013 except plant & machinery covering the relevant items, the company has ascertained useful lives based on technological upgradation, practical experience and replacement cycle, in the following cases where actual useful life of assets as estimated by the management is lower:

Assets	Management's Estimate of Useful Life
a. Plant & Machinery - Classified as Studio equipments - Linear consists of playout equipments and other studio equipments like Cameras, monitors, speakers, VTRs, digital router, encoder/decoders etc.	10 Years
b. Plant & Machinery - Classified as Studio equipments - Non- Linear consists of offline editing systems, online editing systems, graphic creation equipment and workstations and are part of the overall editing machines etc.	5 Years
c. Plant & Machinery - Classified as IRD Boxes consists of professional set top boxes provided to various cable operators for transmission of each broadcasted by the Company	1 Year

b) Upto March 31, 2014, depreciation is provided on straight line method at the rates specified in Schedule XIV to the Companies Act, 1956.

Intangible assets

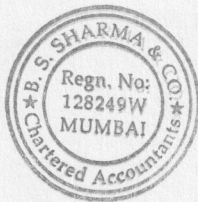
Intangible assets are amortised on straight line basis over the economic useful life estimated by the management.

7. Impairment of assets :

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's fixed assets. If any such indication exists, then recoverable amount of the asset is estimated. An impairment loss, if any, is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the net selling price and the value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. The impairment loss recognized in a prior accounting period is reversed, if there has been a change in the estimate of recoverable amount.

8. Lease:

Operating Lease: Lease payments are recognized as expenses in the Statement of Profit and loss on Straight line basis over the term of the lease.



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9. Employees Retirement and other benefits:**a) Short term employee benefits:**

Short term employee benefits are recognized as expenses at undiscounted amount in the period during which the services are rendered.

b) Long Term employee benefits:**I. Defined contribution plan:**

The company's contribution to Provident Funds and ESIC is charged to the Statement of Profit and Loss on accrual basis.

II. Defined benefit plan:

a. Gratuity liability is a defined benefit obligation and is provided for on the basis of actuarial valuation made at the end of the period using Projected Unit Credit Method.

b. The Company has decided not to provide leave encashment to its employees.

10. Taxes on Income :**Current Tax:**

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax:

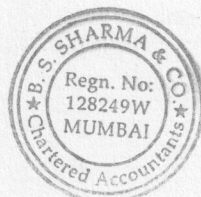
Deferred tax reflects the impact of the current period's timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier period as applicable. Deferred tax is measured based on the tax rates and the tax laws enacted or substantially enacted at the date of the balance sheet. Deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

11. Earnings per share:

The basic earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting year. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

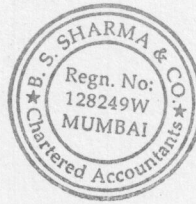
12. Provisions and Contingencies

- a. A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which reliable estimate can be made. They are reviewed at each balance sheet date and are adjusted to reflect the current management estimates.



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- b. A disclosure for a contingent liability is made when there is a possible or present obligation that may but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- c. Contingent assets are neither recognised nor disclosed in the financial statements



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Note No. 20:

NOTES FORMING PART OF ACCOUNTS

1. Contingent Liability not provided for:

Export obligation under E.P.C.G. license Rs.60,19,870/- Secured through Bank Guarantee of Rs. 60,19,870/- (P.Y. 60,19,870/-).

2. Capital Commitments not provided for:

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) is Rs. NIL (P.Y. NIL).

3. Auditor's Remuneration (Net of Service Tax):

Particulars	For the year 2014-15	For the year 2013-14
Statutory Audit Fees	130,000	120,000
Tax Audit Fees	45,000	30,000
Taxation & Other Matters	50,000	-
Total	225,000	150,000

4. In the current year though company did not have any profit or loss, but following the approach of conservatism and keeping in view the losses incurred by the company in the previous year, and there being no virtual certainty of earning profit in near future, the company has not recognized the net deferred tax asset.
5. During the year the company has taken loan of Rs. Nil (P.Y. Rs.1,10,00,000/-) from a director of the company, same is written back, at the understanding with Director.
6. The company had entered into a Share Purchase Agreement in the year 2013-14, by & between the thus existing shareholders, the company and Zee Media Corporation Limited (ZMCL), by virtue of which 13,751,407 Equity shares (P.Y. 83,80,241 Equity shares) of Rs.10/- each fully paid up were acquired by Zee Media Corporation Limited (ZMCL) from the then existing shareholders after which the investee become an holding company (P.Y. Associate). After the above acquisition of 13,751,407 equity shares of Rs.10 each fully paid up, the investee Company hold 22,131,648 Equity shares (P.Y. 83,80,241 Equity shares) of Rs.10/- each fully paid i.e. 100% (P. Y. 37.87%) of the post issue capital of the Company
7. The company has entered into an agreement dt September 14, 2013 with ZMCL for the Channel Management and other operating rights etc., as detailed therein, of the MAURYA TV, broadcasting regional news and current affairs in the state of Bihar, on consideration of sharing of net surplus earned in the ratios of 80:20 between ZMCL and MTPL respectively. Further ZMCL had to pay License Fee to MTPL for utilizing infrastructures, assets, properties, and facilities etc., in running of the Channel. The company has received Channel Management fee of Rs.12,23,75,681/- (P. Y. Rs.2,25,00,000/-) from ZMCL for the period till 31.03.2015.

B. S. Sharma

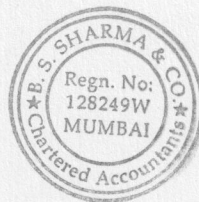


8. Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing after April 1, 2014, depreciation on tangible fixed assets is provided on straight line method as per the useful life prescribed by Schedule II to the Companies Act, 2013. The said change has resulted in reduction of assets by Rs. 58,34,984.53/- and has also affected reserves of the company. Effect in the reserves was given as per the transitional provisions specified in the Companies Act, 2013. Previous Year Company had changed the method of accounting for depreciation from WDV to SLM as per rates prescribed under Schedule XIV to the Companies Act, 1956. The said change has resulted in understatement of loss by Rs.1,39,42,800/- and overstatement of fixed assets by the same amount.
9. Programming purchase cost has been expensed based on the matching concept of revenue to expense and has been written off on airing of the programs during the year.
10. Earnings Per Share (EPS)/(DEPS):

Particulars	Units	2013-14	2013-14
Profit / (Loss) after tax	(Rs.)	-	(1,33,08,655)
Weighted Average number of equity shares for Basic and Diluted EPS	(Numbers)	2,21,31,648	2,21,31,648
Nominal value of Share	(Rs.)	10.00	10.00
Basic Earnings per Share	(Rs.)	-	(0.60)
Diluted Earnings per Share	(Rs.)	-	(0.71)

11. The Company operates non funded plan for post retirement defined benefit plan for Gratuity. The following details summarize the component of net benefit expenses recognized in the Statement of Profit and Loss and amounts recognized in the balance sheet :

Sr No	Particulars	2014-15	2013-14
1	Change in benefit Obligations		
	Projected benefit obligations at beginning of the period	1,83,557	3,68,920
	Current Service Cost	3,89,654	47,179
	Interest Cost	34,420	24,861
	Benefits Paid	Nil	Nil
	Actuarial (gain)/ loss	69,300	(2,57,403)
	Projected benefit obligations (PBO) at the end of the period	<u>6,76,931</u>	<u>1,83,557</u>
		=====	=====
2	Present value of unfunded defined benefit obligation	6,76,931	1,83,557
	Plan assets at the end of the period, at fair value	Nil	Nil
	Liability recognized in the balance sheet	<u>6,76,931</u>	<u>1,83,557</u>
		=====	=====



3	Cost for the period		
	Current service cost	3,89,654	47,179
	Interest cost	34,420	24,861
	Expected return on plan assets	Nil	Nil
	Actuarial (gain) / Loss	69,300	(2,57,403)
	Expense recognized in the statement of profit and loss	<u>4,93,374</u>	<u>(1,85,363)</u>
		=====	=====
4	Assumptions		
	Interest rate for discount	8.00%	8.25%
	Expected Salary Escalation Rate	6.50%	6.50%
	Estimated rate of return on plan assets	0.00%	0.00%

Note :

Amount recognised as an expense and included in Note 14 "Employee benefit expense" are gratuity Rs. 4,93,374/- (Rs. 1,85,363(Loss)) and Leave Encashment Rs. 432,531/- (Rs. 107,168).

12. Related Party discourses :

(i) List of Parties where control exists:

Holding Company:

Zee Media Corporation Limited (w.e.f. December 12, 2014)

Key Management Personnel

Directors :

Mr. Mukesh Jindal (w.e.f. December 12, 2014),
 Shri Bhaskar Das (w.e.f. December 12, 2014),
 Vishal Malhotra (w.e.f. March 23, 2014),
 Raj Agarwal (w.e.f. March 23, 2014)
 Mr. Krishnalal Chabra,
 Mr. Prakash Jha (up to 12 May, 2014)

Associate Company:

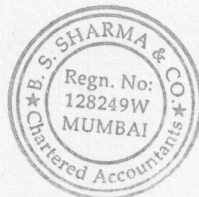
Zee Media Corporation Limited (upto December 11, 2014)

Other Related Parties :

Dish TV India Limited
 Essel Shyam Communication Limited

(ii) Transactions with Related Parties:

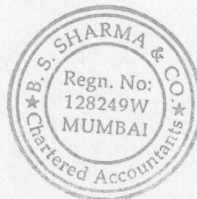
(A) Transactions :	March 31, 2015	March 31, 2014
(i) With Holding Company		
- Zee Media Corporation Limited		
Channel management fee paid	312,33,640	-



· Advertisement income	21,40,773	-
(ii) With Associate Company		
- Zee Media Corporation Limited		
· Equity Share Capital Issued	-	8,38,02,410
· Channel management fee paid	9,11,42,041	2,25,00,000
· Security deposit received	-	1,93,56,000
· Advertisement income	30,23,196	-
(iii) With Other Related Parties		
- Dish TV India Limited		
· Carriage Fees/ Placement Expenses	2,10,00,000	-
· Advertisement Income	7,02,685	-
- Essel Shyam Communication Limited		
· Transponder & Other Charges	28,96,512	29,90,207
· Uplinking & Transmission Charges	46,66,175	22,75,000
(B) Balances at the end of the year:		
(i) With Holding Company		
- Zee Media Corporation Limited		
· Trade Receivable	155,73,619	77,58,535
· Security deposit received	1,93,56,000	1,93,56,000
(ii) With Other Related Parties		
- Trade Payable		
· Essel Shyam Communication Limited	15,75,003	18,84,058
· Dish TV India Limited	2,07,92,915	-

13. The company has taken office premises, guest house and warehouse on lease and license basis under cancellable lease agreements. It is renewable by mutual consent on mutually agreeable terms. The initial tenure of the lease period is generally for 11 to 60 months.

Sr. No.	Particular	2014-15 (Rs.)	2013-14 (Rs.)
1.	Lease rental charges for the year	1,59,775	3,10,200
2.	Future lease rental obligation payable (under cancellable leases)		
	Not later than one year	228,600	84,000
	Later than one year but not later than five years	360,360	1,35,000
	Later than five years	-	-

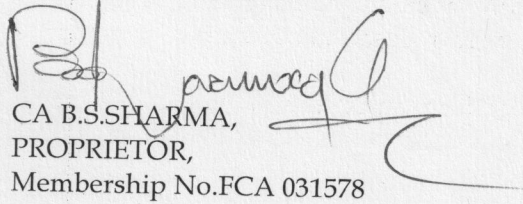


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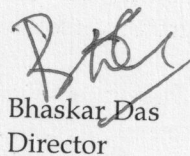
14. The assets costing Rs. Nil (P.Y. Rs.64,73,920/-) with depreciation on SLM till 16.09.2013 of Rs. Nil (P.Y. Rs.22,62,131/-) thereon with WDV of Rs. Nil (P.Y. Rs.42,11,789/-), not existing on physical verification or obsolete or scrap, had been written off.
15. In the opinion of the board of directors, current assets, loans and advances are of values realizable in the ordinary courses of the business. Except for Trade Receivables worth Rs. 19,55,219/- which in the opinion of the board of directors are not recoverable and hence have been written of in the books of accounts.
16. Financial statements for the year ended 31st March 2015 have been prepared on going concern basis, despite more than 50% erosion of capital by brought forward losses, with the assurance from the promoters that they continued to fund and will also do so in future, if need arises, to finance the Company, as per the Letter of support received.
17. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

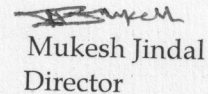
As per our report of even date

For B S SHARMA & CO.,
CHARTERED ACCOUNTANTS,
Firm Regn No.128249W


CA B.S.SHARMA,
PROPRIETOR,
Membership No.FCA 031578

For and on behalf of the board of Directors
Maurya TV Private Limited


Bhaskar Das
Director


Mukesh Jindal
Director

Place: Mumbai
Date: May 21, 2015



