

**ANNUAL REPORT
OF
UTV SOFTWARE COMMUNICATIONS LIMITED
FOR
FINANCIAL YEAR 2015-16**

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Company Information

NAME OF THE COMPANY

UTV SOFTWARE COMMUNICATIONS LIMITED

CIN OF THE COMPANY:

U72200MH1990PLC056987

DATE OF INCORPORATION

June 22, 1990

REGISTERED OFFICE

1st Floor, Bldg. No. 14,
Solitaire Corporate Park
Guru Hargovindji Marg,
Chakala, Andheri (E),
Mumbai 400 093

WEBSITE:

www.utvgroup.com

E-MAIL ID:

utvinvestors@disney.in

FINANCIAL YEAR REPORTED:

April 01, 2015- March 31, 2016

BOARD OF DIRECTORS

Mr. Nimish Shah- Whole time Director
Mr. Sujit Vaidya – Director
Ms. Parul Tevatia- Director
Mr. Prem Mehta- Independent Director
Mr. Narendra Ambwani- Independent Director

STATUTORY AUDITORS

M/s. Price Waterhouse & Co., Bangalore LLP
Chartered Accountants
252, Veer Savarkar Marg,
Shivaji Park, Dadar
Mumbai-400028

SECRETARIAL AUDITOR:

M/s. Robert Pavrey & Associates, Practising Company Secretaries

REGISTRAR AND TRANSFER AGENT

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot No. 31 & 32,
Gachibowli Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032
Email: rajendra.v@karvy.com
Phone: +91 040 6716 1510 / 1512

BANKERS

Deutsche Bank
Citi Bank
HSBC
Bank of America
BNP Paribas

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 26th Annual Report on the operations of your Company for the financial year ended 31st March, 2016

1. FINANCIAL HIGHLIGHTS:

(₹ in Millions)

Particulars	Consolidated		Standalone	
	Year ended 2015-16	Year ended 2014-15	Year ended 2015-16	Year ended 2014-15
Revenue from Operations	12,465.22	13,795.79	3,995.18	7,274.54
Other Income	166.52	74.18	333.80	196.60
TOTAL INCOME	12,631.74	13,869.97	4,328.98	7,471.14
Direct Cost	12,819.94	12,863.23	6,262.24	8,115.08
Employee Benefit Expense	954.30	767.83	301.61	220.98
Depreciation, Amortization and Impairment Expenses	34.06	25.45	12.22	10.58
Finance Cost	1,373.10	1,481.70	1,254.66	1,315.05
Other Expenses	2,684.25	1,431.88	1,371.68	795.44
TOTAL EXPENSES	17,865.65	16,570.09	9,202.41	10,457.13
PROFIT/(LOSS) BEFORE TAX	(5,305.98)	(2,700.12)	(10,491.70)	(2,985.99)
Less: Tax Expenses				
Current Tax	103.49	115.63	-	-
Provision for taxes pertaining to previous year	-	9.72	-	9.72
Minimum alternative tax credit entitlement written off	-	128.09	-	9.45
Deferred Tax	50.95	(50.95)	-	-
MAT Credit entitlement	(2.88)	(41.45)	-	-
PROFIT/(LOSS) OF THE YEAR	(5,457.54)	(2,861.16)	(10,491.70)	(3,005.16)

During the year under review the Company has incurred a loss of ₹ 10,491.70 million on a standalone basis and a loss of Rs. 5,457.54 million on a consolidated basis, primarily on account of the following :-

- 1) Operating losses primarily due to reduced margins from its movie releases.
- 2) The Company has made investments in Disney Entertainment (India) Limited for further investments into their downstream subsidiaries, Genx Entertainment Limited and Disney Broadcasting (India) Limited, respectively, which are in the business of Media and Television and some of these have been making losses for past few years. The Company has noted the shift in the Media Networks strategy on account of the certain key developments and consequent future business projections. As a consequence of such strategy changes, the Company has recognized a provision of ₹ 5,296.75 million in standalone financial statements, for other than temporary diminution in value of investments, with respect to its investments in Disney Entertainment (India) Limited.
- 3) UTV Software Communications Limited has made certain investments in UTV USA Communications LLC which has incurred losses in past and its net worth is significantly lower than the carrying value of the investments as of 31st March, 2016. Considering the above facts, the Company has provided for diminution, other than temporary, in the value of investments in UTV USA Communications LLC for ₹ 321.52 million in standalone financial statements.
- 4) As a result of the decision to close the Local Studios business, the Company has made a provision against development related assets of INR 784.41 million residing on the Company's balance sheet. The Company intends to take all possible steps to realize the value of these assets, wherever tenable under contract or law. However, the recovery of these assets may not be tenable under contract or law or maybe contentious. Therefore, the Company has made the provision against these assets.

The material changes and commitments occurred between the end of the financial year ended on 31st March, 2016 to which these financial statements relate and the date of this report, which may affect the financial position of the Company are stated in the business overview herein below. The impact of the said material changes and commitments have been appropriately reflected in the financial statements for the year ended on 31st March, 2016.

Further, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations in future.

Further, the Company has a comprehensive framework for evaluating entity level controls. There are no elements of risk which threatens the existence of the Company.

2. BUSINESS OVERVIEW:

Company Overview

Our Company continues to periodically review its businesses in line with the evolution in the media and entertainment industry in India. We remain optimistic about the market and the growth potential provided by our integrated business model. We do see a high level of volatility in some of our business segments and will accordingly realign our overall business portfolio. We are also raising equity capital to continue to implement the Company's integrated strategy.

Studios

Local Films Segment ("Local Studio"):

The domestic box office collection from Hindi films has remained stagnant over the past 3 years, with ancillary revenue streams unable to make up for it. At the same time, the cost of production of Hindi films remains high, driven by top talent, which drives a bulk of the box office revenues, commanding a disproportionate share of the overall economics.

Over the last few years, the Company's Studio strategy was predicated on content-driven movies breaking out in a meaningful manner and top talent rationalizing their share of the total revenue pool. The Company made efforts to work with upcoming talent and produce or acquire content driven movies, but this was unable to achieve the expected financial results. The lack of profitability was further exacerbated by the inherent creative risks in the business. Since the Company does not see the risk profile of the business changing in the foreseeable future, it proposes to discontinue the Local Studio business and focus on other more profitable areas of operations.

Hollywood Segment

Revenues from Hollywood films have shown a marked upward trend both at the theatrical box office as well as in the syndication business. The Hollywood box office grew by 42% in 2015 driven by franchise-based and superhero/action themed movies.

The Company's international slate has performed very well over the past few years. The Marvel slate has seen many commercial successes including the Iron Man series, Avengers and Captain America. In 2016, The Jungle Book achieved the highest domestic collections of all time for a Hollywood film. Encouraged by the steadily growing box-office contribution of Hollywood movies in India and the fact that our Hollywood content has demonstrated strong resonance for Indian audiences, the Company proposes to continue its strong focus on the Hollywood slate going forward.

Live Entertainment

In October 2015, the Company launched a pilot live stage musical production, 'Beauty and The Beast' and staged short burst runs in Mumbai and Delhi over the last year. The show received a very encouraging response from audiences. The Company is currently working on developing an optimum operating model that can ensure healthy economic returns based on the learnings from the pilot project, post which it will plan future shows.

Media Networks

The broadcasting industry continues to evolve with the advent of digital, viewership shifts, developments in the distribution landscape, a new ratings measurement system and increased competition.

The Media Networks business had a strong performance in the year with revenue growth of 30%, driven by growth in advertising sales and distribution income.

The Disney Channel has maintained its leadership position as one of the top 3 Kids' channel. In 2015, the Company had planned to expand Disney Channel viewership by introducing family-targeted content. The content did not attract new audiences and was discontinued. The Company has now refocused the channel to become the No. 1 destination for Indian kids and is continuing to develop strong local animation properties. In addition, the Company plans to launch a new HD channel leveraging our global content pool and further strengthening our Kids offering.

The Youth genre viewership on television has declined over the past year driven by the increasing penetration of digital and changing content preferences. As a result, we have refocused Bindass and propose to operate the channel with an optimal cost structure while continuing to exploit low-risk advertiser-funded opportunities for breakthrough youth-

centric content that can be distributed across both Bindass and other digital platforms. Bindass Play continues to sustain its strong position in the Music genre.

The Movie Channel genre has seen intense and increasing competition over the past few years, driven by new channel launches by GEC backed networks, resulting in higher content costs and fragmented viewership. The Company proposes to optimize the return on its current library assets while continuing to evaluate other programming opportunities in parallel.

Games and Interactive Business

The Interactive business had a strong performance last year with PBT growing at 60% on the back of strong revenue growth and increase in margins. The Company will continue to focus on driving greater value through the existing feature phone embeds and video subscription businesses.

3. DIVIDEND & AMOUNT CARRIED TO RESERVES:

As the Company has incurred loss during the year, your Directors do not recommend any dividend for the financial year 2015-16.

There is no amount proposed to be transferred to the general reserve.

4. SUBSIDIARY COMPANIES:

As at 31st March, 2016, the Company has the following subsidiaries viz.

- (1) Disney Entertainment (India) Limited (formerly known as UTV Global Broadcasting Limited) and its wholly owned subsidiaries i.e. Genx Entertainment Limited and Disney Broadcasting (India) Limited (formerly known as UTV Entertainment Television Limited) (2) Indiagames Limited (3) IG Interactive Entertainment Limited and its wholly owned subsidiary; Ignition Entertainment Limited- UK and further its step down wholly owned subsidiaries i.e. Ignition Entertainment Limited (USA) and Ignition London Limited (formerly known as Digi-Guys Limited) (4) UTV Communications (USA) LLC (5) UTV Games Limited and its subsidiary True Games Interactive, Inc.

As at 31st March, 2016, IG Interactive Entertainment Limited, UTV Communications (USA) LLC and UTV Games Limited are wholly owned subsidiaries of your Company.

As at 31st March, 2016, Disney Entertainment (India) Limited - is 89.89% subsidiary of your Company and Indiagames Limited is 56% subsidiary of your Company.

The statement pursuant to Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 containing the salient features of the financial statement of its subsidiaries in Form AOC 1 are annexed to the financial statements.

The Board of Directors had on 27th July, 2015 approved the winding up/dissolution/liquidation of the Company's wholly owned subsidiary UTV Games Limited, Mauritius and its step down subsidiary True Games Interactive, USA and to initiate necessary proceedings for the same in their respective jurisdictions. Further, the Reserve Bank of India (RBI) vide its approval dated 5th June, 2015, approved the writing off of investments made by the Company in UTV Games.

Additionally, the Board of Directors had on 14th June, 2016 approved the winding up/dissolution/liquidation of the Company's step down subsidiary Ignition Entertainment Limited (UK) and its further two wholly owned subsidiaries viz. Ignition Entertainment Limited, USA and Ignition London Limited, UK and to initiate necessary proceedings for the same in their respective jurisdictions. The Company has made an application to RBI seeking its approval for writing off the investments made by it in aforesaid subsidiary and the same is pending approval.

DISNEY ENTERTAINMENT (INDIA) LIMITED ("DEIL") (formerly known as UTV GLOBAL BROADCASTING LIMITED):

DEIL was incorporated on 6th June, 2007. During the year, DEIL launched a pilot live stage musical production, 'Beauty and The Beast' and staged short burst runs in Mumbai and Delhi over the last year. The show received a very encouraging response from audiences. DEIL is currently working on developing an optimum operating model that can ensure healthy economic returns based on the learnings from the pilot project, post which it will plan future shows.

DEIL continues to carry on the business of aggregating and distributing channels outside India to various distribution platforms.

DEIL has two wholly owned subsidiaries - namely Genx Entertainment Limited ("Genx") and Disney Broadcasting (India) Limited ("DBIL") (formerly known as UTV Entertainment Television Limited). Genx and DBIL are engaged in

the broadcasting business of entertainment (non-news / current affairs) channels. The channels 'Bindass' and 'UTV Action' are owned and operated by Genx and channels 'UTV Movies', 'Bindass Play', 'Disney', 'Disney XD', "UMP Movies" and 'Disney Junior' are owned and operated by DBIL.

The Board of Directors of DBIL, at their meeting held on 22nd December, 2015, had approved the draft Scheme of Arrangement and Amalgamation between DBIL and United Home Entertainment Private Limited ('UHEPL'), an affiliate company, and filing of the same with the Hon'ble High Court of Judicature at Mumbai ("the Court"). The reduction of Securities Premium Account for writing off the existing debit balance in the Profit & Loss Account of the Company forms an integral part of the Scheme and amounts to reduction in capital in terms of Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956.

DBIL has filed an application for sanctioning the aforesaid Scheme with the Court on 8th February, 2016. The Court vide its order dated 1st July, 2016 has, inter alia, dispensed with the court convened meeting of the Equity Shareholders of DBIL for seeking their consent to the Scheme in view of their written consent. However, the Court has directed that approval of the shareholders be taken for reduction of Securities Premium Account before the petition is filed by DBIL at its general meeting. Once sanctioned by the Court, UHEPL shall stand merged with DBIL.

As at 31st March, 2016 DEIL, on standalone basis, posted revenue income (from operations) of ₹ 157.93 million (Previous Year ₹ 15.80 million) and a net loss of ₹ 3,996.23 million (Previous Year net profit ₹ 10.29 million). The contribution of DEIL to the overall performance of the company during the period under report was ₹ 157.93 million (turnover) which amounts to 1.27% of the Company's revenues.

INDIAGAMES LIMITED ("Indiagames"):

Indiagames was incorporated on 1st February, 2000 and is engaged in publishing and developing games across various platforms.

As at 31st March, 2016 it posted sales of ₹ 2,048.99 million (Previous Year ₹ 1,814.46 million) and a net profit of ₹ 236.42 million (Previous Year net profit ₹ 220.39 million)

Your Company holds 56% stake in Indiagames as at 31st March, 2016 and balance 44% is held by The Walt Disney Company (Southeast Asia) Pte. Ltd., the parent company of your Company.

The contribution of Indiagames to the overall performance of the company during the period under report was ₹ 2,048.99 million (turnover) which amounts to 16.44% of the Company's revenues.

IG INTERACTIVE ENTERTAINMENT LIMITED ("IG"):

IG was incorporated on 6th September, 2004 and carries out Film Acquisition, Syndication and Distribution business in the United Kingdom. As at 31st March, 2016 it posted sales of GBP 3,669,909 (Previous Year GBP 3,664,442) and a net profit of GBP 297,559 (Previous Year net profit GBP 109,742)

As at 31st March, 2016, Ignition Entertainment Limited (UK) ("Ignition") continued to be a 100% subsidiary of IG and Ignition Entertainment Limited (USA) and Ignition London Limited continued to be a 100% subsidiary of Ignition. During the year under review Ignition, Ignition Entertainment Limited (USA) and Ignition London Limited did not carry out any business activity.

The contribution of IG to the overall performance of the company during the period under report was ₹ 367.47 million (consolidated turnover) which amounts to 2.95% of the Company's revenues.

UTV COMMUNICATIONS (USA) LLC ("UTV US"):

UTV US was incorporated on 26th April, 2004 and carries on film acquisition, syndication and distribution business in the United State of America (North America) and other surrounding territories. As at 31st March, 2016 it posted sales of USD 4,481,643 (Previous year USD 8,087,071) and a net profit of USD 1,543,959 (Previous Year loss USD 935,123)

The contribution of UTV US to the overall performance of the Company during the period under report was ₹ 293.87 million (turnover) which amounts to 2.36% of the Company's revenues.

UTV GAMES LIMITED ("UTV Games"):

UTV Games Limited is a 100% subsidiary of your Company and was incorporated on 5th September, 2008 to carry on the principal activity of investment holding. During the year under review, UTV Games did not carry out any business activity. Hence, there was no contribution by UTV Games to the overall performance of the Company during the period under report.

True Games Interactive, Inc. continued to be 100% subsidiary of UTV Games. During the year under review True Games Interactive, Inc. did not carry out any business activity.

5. SCHEME OF ARRANGEMENT/AMALGAMATION/RESTRUCTURING:

The Board of Directors of your Company at their meeting held on 22nd December, 2015, had approved the draft Scheme of Arrangement and Amalgamation between the Company, The Walt Disney Company (India) Private Limited, ('TWDCI') and Indiagames Limited ('IGL') and filing of the same with the Hon'ble High Court of Judicature at Mumbai ("the Court"). The reduction of Securities Premium Account for writing off the existing debit balance in the Profit & Loss Account of the Company forms an integral part of the Scheme and amounts to reduction in capital in terms of Section 52 of the Companies Act, 2013, Section 78 and Sections 100 to 103 of the Companies Act, 1956.

The Company has filed an application for sanctioning the aforesaid Scheme with the Court on 8th February, 2016. The Court vide its order dated 1st July, 2016 read together with the modificatory order dated 12th August, 2016 has, *inter alia*, directed that consent of the Shareholders of the Company be sought to the Scheme at a meeting to be convened on 29th September, 2016. The Court has dispensed with the meeting of Preference shareholders in view of their written consent and the Company shall be required to intimate its eligible creditors before hearing of the petition. However, the Court has directed that approval of the shareholders be taken for reduction of Securities Premium Account before the petition is filed by the Company at the forthcoming Annual General Meeting.

Accordingly, a meeting of the Court Convened meeting of the Equity Shareholders of the Company is scheduled to be held on Thursday, 29th September, 2016 at 11:00 A.M. prior to the Annual General Meeting of the members where approval of the members will be sought to the Scheme and filing of necessary petition with the Court. Once sanctioned by the Court, TWDCI and IGL shall stand merged with the Company.

6. DIRECTORS/KEY MANAGERIAL PERSONNEL:

Directors:

The Board of Directors as on 31st March, 2016 comprises of the following directors:

Name of Director	Director Identification Number	Designation
Mr. Nimish Shah	05250183	Whole Time Director
Mr. Sujit Vaidya	03287161	Director
Mr. Parul Tevatia	07129849	Director
Mr. Prem Mehta	00005622	Independent Director
Mr. Narendra Ambwani	00236658	Independent Director

During the year under review, Mr. Prem Raj Mehta and Mr. Narendra Kumar Ambwani were re-appointed as Independent Directors with effect from 31st March, 2016 for a further period of 5 years up to 30th March, 2021

Ms. Parul Tevatia (DIN: 07129849) retires by rotation and your Directors recommend her re-appointment at the ensuing Annual General Meeting.

Key Managerial Personnel:

The Key Managerial Personnel ('KMP') of the Company as on 31st March, 2016 were as follows:

Name of Key Managerial Personnel	Designation
Mr. Nimish Shah	Whole Time Director
Mr. Vishwas Joshi	Chief Financial Officer
Mr. Puneet Juneja	Company Secretary

Board Meetings

During the financial year 2015-16, the Board of Directors met four (4) times on 27th July, 2015, 3rd November, 2015, 22nd December, 2015 and 29th January, 2016 and the gap between two meetings did not exceed one hundred and twenty days.

The details of Board meetings held and attendance of each Director thereat during 2014-15 and 2015-16 is as follows:

Name of the Member	FY 2015-16		FY 2014-15	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Sujit Vaidya	4	4	18	17
Nimish Shah	4	4	18	18
Parul Tevatia [#]	4	3	18	1
Prem Raj Mehta [§]	4	4	18	-
Narendra Kumar Ambwani [§]	4	4	18	-
Siddharth Roy Kapur [*]	-	-	18	12
Charles Jacob ^{**}	-	-	18	18

*resigned w.e.f. 5th September, 2014

[#] appointed as Director w.e.f. 18th March, 2015

^{**} resigned as Director w.e.f. 31st March, 2015

[§] appointed as Director w.e.f. 31st March, 2015

Evaluation Mechanism

The annual performance evaluation of all the directors, Board including its committees was conducted based on the criteria and framework adopted by the Board. The evaluation is primarily basis the attendance in various Board and Committee meetings, timely inputs on the minutes of the meeting, contribution and active participation in the meeting, adherence to the ethical standards and Code of Conduct of the Company amongst few.

7. COMMITTEES OF THE BOARD:

I. AUDIT COMMITTEE:

The Company has an adequately qualified Audit Committee in line with provisions of Section 177 of the Companies Act, 2013 and rules thereunder. As on 31st March, 2016 the committee comprises of Mr. Sujit Vaidya (Chairman), Mr. Prem Raj Mehta and Mr. Narendra Kumar Ambwani as members.

The Audit Committee primarily recommends appointment, remuneration and terms of appointment of auditors of the Company, review auditors independence, examines financial statements and auditors report, approval of related party transactions, scrutinize inter-corporate loans and investments, monitor end use of funds, overseeing vigil mechanism and such other functions as may be entrusted by the Board.

The Company has a robust vigil mechanism whereby the genuine concerns expressed by the employees and directors are adequately addressed. Details of establishment of vigil mechanism are uploaded on the website of the Company in accordance with requirements of Section 177(8) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

Meetings of the Audit Committee:

During the financial year 2015-16, the Committee met three (3) times on 27th July, 2015, 22nd December, 2015 and 29th January, 2016.

The details of Committee meetings held and attendance of each member thereat is as follows during the year 2014-15 and 2015-16:

Name of the Member	FY 2015-16		FY 2014-15 [^]	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Sujit Vaidya	3	3	8	8
Prem Raj Mehta [§]	3	3	-	-
Narendra Kumar Ambwani [§]	3	3	-	-
Nimish Shah [@]	-	-	8	5
Charles Jacob ^{**}	-	-	8	8

^{**} resigned w.e.f. 31st March, 2015

[@] ceased to be a member w.e.f. 31st March, 2015

[§] Elected as member w.e.f. 31st March, 2015

[^] Audit Committee was earlier known as the Audit cum Nomination and Remuneration Committee (ACNRC) of the Company and the ACNRC was split into two separate Committees viz. Audit Committee & Nomination and Remuneration Committee on 27th July, 2015.

II. NOMINATION AND REMUNERATION COMMITTEE:

The Company has an adequately qualified Nomination and Remuneration Committee in line with provisions of Section 178 of the Companies Act, 2013 and rules thereunder. As on 31st March, 2016, the Committee comprises of Mr. Sujit Vaidya (Chairman), Mr. Prem Raj Mehta and Mr. Narendra Kumar Ambwani as members.

The policy of the Company on directors' appointment and remuneration, including criteria for determining remuneration and other matters provided under Section 178 of the Companies Act, 2013 is appended as **Annexure A** to this report.

Mr. Prem Mehta represented the Committee at the Annual General Meeting of the Company held on 30th September, 2015 after being duly authorised by the Chairman of the Committee in that behalf.

Meetings of the Nomination and Remuneration Committee:

During the financial year 2015-16, the Committee met just once on 27th July, 2015.

The details of Committee meetings held and attendance of each member thereat is as follows during the year 2014-15 and 2015-16:

Name of the Member	FY 2015-16		FY 2014-15 [^]	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Sujit Vaidya	1	1	8	8
Prem Raj Mehta ^{\$}	1	1	-	-
Narendra Ambwani ^{\$}	1	1	-	-
Nimish Shah [@]	-	-	8	5
Charles Jacob ^{**}	-	-	8	8

** resigned w.e.f. 31st March, 2015

@ ceased to be a member w.e.f. 31st March, 2015

\$ Elected as member w.e.f. 31st March, 2015

[^] *Nomination and Remuneration Committee was earlier known as the Audit cum Nomination and Remuneration Committee (ACNRC) of the Company and the ACNRC was split into two separate Committees viz. Audit Committee & Nomination and Remuneration Committee on 27th July, 2015.*

III. CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITTEE:

The Company has an adequately qualified CSR Committee in line with provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

As on 31st March, 2016, the committee comprises of Mr. Sujit Vaidya, Mr. Nimish Shah and Mr. Prem Raj Mehta as members.

The Committee is primarily responsible for developing and overseeing the implementation of the CSR activities undertaken by the Company in line with the CSR Policy adopted by the Board. The Report on Company's CSR activities of the Company during FY 2015-16 is furnished in **Annexure B** and attached to this report.

During the financial year 2015-16, there were no Committee meetings held.

The details of Committee meetings held and attendance of each member thereat is as follows during the year 2014-15 and 2015-16:

Name of the Member	FY 2015-16		FY 2014-15	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Sujit Vaidya	-	-	1	1
Prem Raj Mehta ^{\$}	-	-	-	-
Nimish Shah	-	-	1	1
Charles Jacob ^{**}	-	-	1	1

** resigned w.e.f. 31st March, 2015

\$ Elected as member w.e.f. 31st March, 2015

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE ("SR Committee"):

The Company has an adequately qualified SR Committee in line with provisions of Section 178(5) of the Companies Act, 2013.

As on 31st March, 2016, the committee comprises of Mr. Sujit Vaidya, Mr. Nimish Shah and Ms. Parul Tevatia as members.

SR Committee is primarily responsible for considering and resolving the grievances of security holders of the Company.

Mr. Nimish Shah represented the Committee at the Annual General Meeting of the Company held on 30th September, 2015 after being duly authorised by the Chairman of the SR Committee in that behalf.

Meetings of the Stakeholders Relationship Committee:

During the financial year 2015-16, the Committee met six (6) times on 18th May, 2015, 22nd June, 2015, 17th August, 2015, 9th November, 2015, 30th November, 2015 and 21st March, 2016.

The details of Committee meetings held and attendance of each member thereat is as follows during the year 2014-15 and 2015-16:

Name of the Member	FY 2015-16		FY 2014-15	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Sujit Vaidya	6	6	1	1
Nimish Shah	6	6	1	1
Charles Jacob**	-	-	1	1
Parul Tevatia [§]	6	6	-	-

** resigned w.e.f. 31st March, 2015

§ Elected as member w.e.f. 31st March, 2015

V. MANAGEMENT COMMITTEE:

The Board of Directors of the Company have also formed a Management Committee which is responsible for approval and supervision of routine affairs transacted in connection with the Company's business in its ordinary course.

As on 31st March, 2016, the Committee Comprised of Mr. Nimish Shah (Chairman), Mr. Sujit Vaidya and Ms. Parul Tevatia as members.

Meetings of the Management Committee:

During the financial year 2015-16, the Committee met nine (9) times on 27th May 27, 2015, 3rd June, 2015, 10th July, 2015, 3rd September, 2015, 11th September, 2015, 15th September, 2015, 28th September, 2015, 14th March, 2016 and 31st March, 2016.

The details of Committee meetings held and attendance of each member thereat is as follows during the year 2014-15 and 2015-16:

Name of the Member	FY 2015-16		FY 2014-15 [^]	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Sujit Vaidya	9	9	-	-
Nimish Shah	9	9	-	-
Parul Tevatia	9	9	-	-

[^] constituted w.e.f. 18th March, 2015.

8. INDEPENDENT DIRECTORS

During the year under review, the Company had 2 independent directors viz. Mr. Prem Mehta & Mr. Narendra Ambwani per provisions of Section 149 of the rules thereunder.

The roles, responsibilities and duties of Independent Directors are consistent with the provisions of Section 149 of the Companies Act, 2013.

The Company has issued letter of appointment to all the Independent Directors. This letter *inter-alia* sets out the roles, functions, duties and responsibilities, details regarding remuneration, training and development and performance evaluation process. The detailed terms and conditions of the appointment of Independent Directors are available on the Company's website i.e. www.utvgroup.com.

The Company has received necessary declaration from the independent directors under Section 149(7) of the Companies Act, 2013, that each of them meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and the rules thereunder.

During the financial year 2015-16, the Independent Directors met once on 3rd November, 2015 and attendance thereat is as follows:

Name of the Member	No. of meetings held	No. of meetings attended
Prem Raj Mehta	1	1
Narendra Kumar Ambwani	1	1

9. TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, on due dates, to the Investor Education and Protection Fund (IEPF).

Further, pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 30th September, 2015 (date of last Annual General Meeting) on the website of Ministry of Corporate Affairs.

10. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment free workplace for every individual at workplace. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has a policy on Prevention of Sexual Harassment at Workplace which aims to provide protection against sexual harassment at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. An Internal Complaints Committee (ICC) was set up from the senior management with women employees constituting majority. The ICC is responsible for redressal of complaints related to sexual harassment.

During the year ended 31st March, 2016, one (1) complaint pertaining to sexual harassment was received by the Company.

11. COMPLIANCE WITH RBI CIRCULAR ON DOWNSTREAM INVESTMENTS:

Pursuant to the requirement of Circular No.01, bearing reference RBI/2013-14/117 dated 4th July, 2013 (the "Circular"), issued by Reserve Bank of India, the Statutory Auditor had submitted their report for the period ended 31st March, 2016. Basis the report the downstream investments made by the Company during the year ended 31st March, 2016 are in compliance with the Circular i.e. compliance with the instructions on downstream investment and compliance with the FEMA provisions.

12. FURTHER ISSUE OF SHARES:

The Board has at its meeting held on 3rd November, 2015, extended the tenure of the 16,66,000 Non-Cumulative Compulsorily Convertible Preference shares of a face value of ₹ 1500/- each allotted to The Walt Disney (Southeast Asia) Pte Ltd. on preferential basis up to 31st December, 2016 or within 180 days from the date of signing of the APA, if any, whichever is earlier in time.

During the year under review, the shareholders of the Company vide their special resolution passed by way of Postal Ballot on 14th March, 2016, had approved the issue of 45,14,672 equity shares of ₹ 10/- each at a premium of ₹ 433/- per share not exceeding a sum of ₹ 200 Crores on preferential basis to The Walt Disney Company (Southeast Asia) Pte. Limited ["TWDC (SEA)"] in accordance with the provisions of Section 42 and 62(1)(c) of the Companies Act, 2013 and rules thereunder.

Pursuant to the above approval, the Company has on 14th March, 2016 allotted 1,173,814 equity shares of face value of ₹ 10 each at a premium of ₹ 433 per equity share to TWDC (SEA) on preferential basis.

Accordingly, the paid up share capital of the Company as on date stands increased to ₹ 3,027,374,730 (Rupees Three Hundred and Two Crore Seventy Three Lakh Seventy Four Thousand Seven Hundred and Thirty) divided into 52,837,473 Equity Shares of ₹ 10 each aggregating to ₹ 528,374,730 (Rupees Fifty Two Crore Eighty Three Lakhs Seventy Four Thousand Seven Hundred and Thirty) and 16,66,000 Compulsorily Convertible Preference Shares of ₹ 1,500/- each aggregating to ₹ 24,99,000,000 (Rupees Two Hundred and Forty Nine Crore Ninety Lakhs).

13. FIXED DEPOSIT:

Your company has neither accepted nor renewed any fixed deposit in respect of the year under review.

14. AUDITORS:

(a) Statutory Auditor

M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, the present statutory auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting. M/s. Price Waterhouse & Co Bangalore LLP, have under Section 141 of the Companies Act, 2013 furnished the certificate of their eligibility for re-appointment.

The Audit Committee at its meeting held on 29th August, 2016 has also recommended the re-appointment of M/s. Price Waterhouse & Co. Bangalore LLP as Statutory Auditors of the Company. Your directors also recommend their re-appointment from the conclusion of this annual general meeting till the conclusion of next annual general meeting.

(b) Secretarial Auditor

The Board had appointed Mr. Robert Pavrey of M/s. Robert Pavrey & Associates, Practising Company Secretaries, (Membership No. 2928, COP No. 1848) to conduct the secretarial audit of the Company for the financial year 2015-16 as required under Section 204 of the Companies Act, 2013 and rules thereunder. The Secretarial Audit Report for the financial year 2015-16 forms part of this Annual Report and is appended as **Annexure C** herewith.

15. AUDITORS REPORT

(a) Statutory Auditor

The Auditor report to the shareholders does not contain any qualification.

(b) Secretarial Auditor

The Secretarial Auditor has in their audit report dated 4th August, 2016 observed that the Annual Report of the company does not state the dates of the board and committee meeting held during the year and also the number of meetings attended by each director which is required to be disclosed in accordance with the Secretarial Standards on Meetings of the Board of Directors ('SS-1') issued by the Institute of Company Secretaries of India (ICSI).

Your Directors would like to clarify that the Secretarial Standards - I came into effect at similar such time when the Board's report for FY 2014-15 was approved and hence there has been an unintentional omission in reporting the number of meetings of the Board and Committees of the Board and attendance by each Director. Your Directors would like to further clarify that such omission has now been reported under Sections 6 & 7 of this Board's Report.

16. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure D** and is attached to this report.

17. PARTICULARS OF EMPLOYEES:

Particular of employees required to be furnished under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as **Annexure E** and form part of this report.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of Loans, guarantees or investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure F** to this report.

20. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure G** and is attached to this Report.

21. SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES:

The statement containing the salient features of the financial statement of the subsidiaries, associates and joint venture companies pursuant to the provisions of Section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014 in form AOC-1 forms part of the financial statements.

22. INTERNAL FINANCIAL CONTROL

The Board has adopted adequate procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detecting of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. During the year, no reportable material weakness in the design or operation of financial & operational controls was observed.

23. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby states:—

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

24. ACKNOWLEDGMENTS:

Your Directors would take this opportunity to thank all the stakeholders for their support and co-operation rendered to the Company during the year under review.

By order of the Board of Directors
For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-
Nimish Shah
 Whole Time Director
 DIN: 05250183

Sd/-
Sujit Vaidya
 Director
 DIN: 03287161

Place: Mumbai
 Date: 29th August, 2016

Annexure 'A'**POLICY ON NOMINATION AND REMUNERATION**

Section 178 of the Companies Act, 2013 ("2013 Act) and the rules prescribed thereunder have made it mandatory for UTV Software Communications Limited (the "Company") to constitute a Nomination and Remuneration Committee. The Company has in pursuance of these statutory requirements, constituted the Nomination and Remuneration Committee (the "Committee").

Objective of the Policy

The mission of the Company is to ensure compliance with legal requirements and set the standards for corporate governance that would operate as guidelines for the working of the Committee. The objective of the policy is:

- (i) to ensure board diversity in order to help provide the maximum experience and access to knowledge that can be derived from the board;
- (ii) to guide the board in relation to appointment and removal of directors, key managerial personnel and senior management;
- (iii) to retain, motivate and encourage talent and ensure long term sustainability of talented managerial person and create competitive advantage;
- (iv) to develop a succession plan for the board and to regularly review the plan; and
- (v) that it may be aligned to the various HR policies, if any, of the Company in regard to appointment of key managerial personnel and senior management.

Criteria for Evaluation of Performance

The performance evaluation should keep in mind factors such as attendance at meetings, contribution at such board or board committee meetings and value addition that has been done by the directors, key managerial personnel or senior management. The evaluation must also take in to consideration the future strategy to be adopted by the Company.

Criteria for Determination of Remuneration

The Committee shall determine the remuneration for its directors, the senior management and key managerial personnel while keeping the following criteria in mind:

- the remuneration shall be of such an amount that is in consonance with the services that are being provided to the Company;
- the remuneration is commensurate with reference to remuneration paid to people in similar positions;
- the remuneration is commensurate with the experience that the director or personnel brings to the Company;
- the remuneration must be of a level that is sufficient to retain and motivate talented personnel in the market to work for the Company;
- the remuneration is a fair balance of perquisites and salary and also includes in the case of independent directors, any sitting fees;
- the remuneration must be decided while keeping in mind the structure of the Company and of the board;
- the remuneration must co-relate to the clearly defined benchmarks for performance evaluation;
- the remuneration is revised on the basis of the performance of the director/personnel; and
- the remuneration must be in accordance with the permissible law.

Dissemination

The details of this policy and the evaluation criteria as applicable shall be published on the Company's website and accordingly disclosed in the Annual Report as part of the board's report.

For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-

Nimish Shah

Whole Time Director

DIN: 05250183

Place: Mumbai

Date: 29th August, 2016

Sd/-

Sujit Vaidya

Director

DIN: 03287161

THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT**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 web-link to the CSR policy and projects or programs.**

As a responsible Corporate, your Company has constantly endeavoured to contribute to the development and upliftment of the social strata.

Your Company as a part of The Walt Disney Group conducts various social activities that contribute to the wellness of the society and the nature such as ensuring environmental sustainability by conserving green spaces, promoting education through joyful learning and supporting health care by creating brighter spaces of care giving thereby ensuring faster recoveries, fulfilling wishes of kids suffering from life threatening medical conditions thereby providing hope, strength and joy to the kids and their families. The employees of the Company are encouraged to participate in CSR activities undertaken by the Company.

CSR Projects to be implemented at the local/national level:

Disney Hospitals Support Program

Disney Friends For Change

Disney Wishes

Design For Change

The CSR activities are carried out directly by the Company or in association with a strategic partner.

Information: The contents of this CSR Policy are also available on the website of the Company that is www.utvgroup.com

2. The Composition of the CSR Committee.

As on 31st March, 2016, the CSR Committee comprised of Mr. Sujit Vaidya (Chairman), Mr. Nimish Shah and Mr. Prem Raj Mehta as members.

3. Average net profit of the company for last three financial years:

The Company has incurred losses for the last three financial years.

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)

Since the Company has no average net profits during the last three financial years, the requirement as to the minimum spend of two per cent as mandated by Section 135(5) of the Companies Act, 2013 is not applicable to the Company.

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year: N.A.

(b) Amount unspent, if any: N.A.

(c) Manner in which the amount spent during the financial year: N.A.

6. In case the Company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's report: N.A.**7. The implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company.****For UTV SOFTWARE COMMUNICATIONS LIMITED**

Sd/-

Sujit Vaidya

Director

DIN: 03287161

Chairman of CSR Committee

Sd/-

Nimish Shah

Whole Time Director

DIN: 05250183

Place: Mumbai

Date: 29th August, 2016

Annexure 'C'

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016**

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

To,
The Members,
UTV Software Communications Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and various rules (Rules) made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (not applicable for the Audit Period);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (not applicable for the Audit Period)
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from 15th May, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

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

- (a) *Annual Report of the company does not state the dates of the board and committee meeting held during the year and also the number of meetings attended by each director;*

We further report that, on account of technical issues faced by the Company on the website of the Ministry of Corporate Affairs (MCA), Form MGT-7 filed did not contain the details of changes in designation of Mr. Nimish Shah and Mr. Sujit Vaidya and was certified by a Practising Company Secretary and not by the whole-time Company Secretary. Further we

note that there has been an instance of an error with respect to date of dispatch of notice mentioned in Form MGT-14 filed for special resolution passed under Section 186 of the Act and omission with respect to the stating of time of the declaration of results in the advertisement published for dispatch of postal ballot notices.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

- The Competition Act, 2000
- The Information Technology Act, 2000
- The Consumer Protection Act, 1986
- The Cinematograph Act, 1952
- The Prevention of Money Laundering Act, 2000
- Trade Marks Act, 1999
- The Copyright (Amendment) Act, 2012

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the Audit period.

Adequate notice has been given to all directors to schedule 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For ROBERT PAVREY & ASSOCIATES

Company Secretaries

Sd/-

ROBERT PAVREY

Proprietor

FCS 2928 CP. No.: 1848

Place: Mumbai
Date: 4th August, 2016

Annexure 'D'**PARTICULARS PURSUANT TO COMPANIES RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014****CONSERVATION OF ENERGY:**

- The steps taken or impact on conservation of energy and the steps taken by the company for utilizing alternate sources of energy:

The operations of the Company are not energy intensive. However, the company has taken adequate measures to reduce the energy consumption by using energy efficient hardware and other equipment. Air conditioners are used only when required. Further the Company has spread awareness among the employees on the need to conserve energy which is well adopted by the employees.

- The capital investment on energy conservation equipment: Nil

B. TECHNOLOGY ABSORPTION:

- The efforts made towards technology absorption and the benefits derived:

The Company keeps innovating, takes all measures necessary to absorb and adapt latest technology which has reaped the following benefits:

- In-house hosting of application leading to cost efficiency
- Data security and integrity has been substantially enhanced
- Effective turnaround to meet business requirements

- The expenditure incurred on Research and Development: Nil

C. FOREIGN EXCHANGE OUTGO: ₹ 372.70 million (Previous year ₹ 256.07 million)

D. FOREIGN EXCHANGE EARNING: ₹ 637.00 million (Previous year ₹ 968.00 million)

For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-

Nimish Shah

Whole Time Director

DIN: 05250183

Sd/-

Sujit Vaidya

Director

DIN: 03287161

Place: Mumbai

Date: 29th August, 2016

Annexure E

UTV SOFTWARE COMMUNICATIONS LIMITED

Particulars of Employees forming part of the Director's Report for the financial year 2015-2016

Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Employee Name	Age	Designation	Qualification	Nature of Employment whether contractual or otherwise	Date of commencement of employment	Remuneration (in ₹)	Date of leaving	Last employment held before joining the Company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Total Experience
1	Amrita Pandey	37	Vice President - Studios	Post Graduate Diploma in Business Management	Payroll	2-Jun-03	27,987,501	NA	Benett, Coleman and Company Ltd.	NA	16
2	Suvonkar Banerjee	42	Creative Director, Studios	BA	Payroll	4-Aug-14	13,439,596	NA	Imagine Television	NA	19
3	G. Dhananjayan	52	Chief - South Business, Studios	Masters in Management Studies	Payroll	14-Jan-11	12,597,853	31-Dec-15	Moser Baer Entertainment Ltd.	NA	17
4	Indrajit Ray	41	Executive Director - Content Group	B.A.	Payroll	27-Jul-09	11,777,114	NA	Balaji Telefilms	NA	20
5	Jyotika Ahuja	38	Director - Corporate Communications, PR & Corporate Citizenship	Post Graduate Diploma In Sales & Marketing	Payroll	3-Nov-08	10,490,033	NA	Zapak Digital Entertainment Ltd	NA	17
6	Vishwas Gangadhar Joshi	52	Executive Director & Head Finance, Studios	ICWA	Payroll	6-Jun-07	9,668,182	NA	Sahara Onemedia and Entertainment Ltd.	NA	25
7	Vikrant Pawar	39	Creative Director, Live Entertainment	SYBSC	Payroll	17-Jan-13	8,957,210	NA	The Great Indian Nautanki Company	NA	18
8	Monisha S. Shroff	52	Executive Director - Finance & Content Acquisition, Disney Interactive	CA	Payroll	1-Feb-08	8,444,595	NA	Jet Airways	NA	27
9	Bhushan Kapadia	49	Director - Taxation	CA	Payroll	11-Aug-08	7,678,034	NA	Mahindra & Mahindra Ltd.	NA	26
10	Sameer Rao	45	Creative Director, Studios	TY Bcom, PGD Mgt	Payroll	18-May-15	6,952,053	NA	Vinod Chopra Films Pvt. Ltd.	NA	25
11	Diana Goiporia	49	Director & Head - Administration	MBA	Payroll	15-May-89	6,353,198	NA	NA	NA	27
12	Prakash Nathan	46	Director - Operations, Studios	MBA	Payroll	16-Apr-07	607,395	17-Apr-15	Moserbaer India Ltd.	NA	17

The above statement includes the names of top ten employees of the Company in terms of remuneration drawn.

Remuneration stated above includes salary, taxable allowances, value of perquisites as per Income Tax rules and Company's contribution to PF and superannuation fund.

For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-

Nimish Shah

Whole Time Director

DIN: 05250183

Sd/-

Sujit Vaidya

Director

DIN: 03287161

Place: Mumbai

Date: 29th August, 2016

ANNEXURE – ‘F’

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2016, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of Related Party	The Walt Disney Company (India) Private Limited ("TWDCI")
Nature of Relationship	Affiliate/ Group Company
Nature of Contracts / Arrangements / Transactions	Shared Services Agreement
Duration of the Contracts / Arrangement/ Transactions	Effective April, 2015 & valid until either party terminates by giving thirty (30) days' notice.
Salient Terms of the contracts or arrangements or transactions including the value, if any	<p>TWDCI and Company had entered into an agreement whereby TWDCI had agreed to provide your Company continuous and uninterrupted shared services relating, interalia, to programming, distribution management support Services, IT support services, administrative, tax, legal, finance, accounting, bookkeeping, human resources, services related to strategic sourcing and support services, and other functions as requested by your Company from time to time.</p> <p>In consideration for the shared services being provided by TWDCI, Company shall pay to TWDCI a quarterly fee computed at a cost plus basis. The Cost for the relevant Year, would be pro-rated to Company, on a suitable cost driver basis in accordance with the principles of Generally Accepted Accounting Principles (GAAP).The Shared Services allocated to Company would be charged with a mark-up as per Arm's length percentile computed considering the transfer pricing regulations at the year end, except for the third party costs which would be allocated at actuals.</p>
Date of Board Approval, if any	August 26, 2014
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

Sd/-
Nimish Shah
 Whole Time Director
 DIN: 05250183

Sd/-
Sujit Vaidya
 Director
 DIN: 03287161

Place: Mumbai
 Date: August 29, 2016

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

Sr. No.		
i.	CIN	U72200MH1990PLC056987
ii.	Registration Date	22-Jun-90
iii.	Name of the Company	UTV Software Communications Limited
iv.	Category/Sub-Category of the Company	Indian Non-Government Company Limited by Shares
v.	Address of the Registered office and contact details	1st Floor, Building No. 14, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai – 400 093, Tel No: 022 6109 1000 Fax: 022 67421930
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 P : +91 040 67161513, 040-67161510, 040-67161512

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Production of motion picture	59111	99.86

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	The Walt Disney Company 500 South Buena Vista Street, Burbank, California 91521 (818) 560-1000	N.A.	Ultimate Holding Company	99.7	Section 2(46)
2	Disney Enterprises, Inc. 500 South Buena Vista Street, Burbank, California 91521 (818) 560-1000	N.A.	Intermediate Holding Company	99.7	Section 2(46)
3	The Walt Disney Company (Southeast Asia) Pte. Ltd. One Marina Boulevard # 28-00, Singapore - 018989	N.A.	Immediate Holding Company	99.7	Section 2(46)
4	UTV Communications (USA) LLC 33, Wood Avenue South, 6th Floor, Iselin, NJ 08830	N.A.	Wholly Owned Subsidiary Company	100	Section 2(87)
5	IG Interactive Entertainment Limited 3 Queen Caroline Street, Hammersmith, London W6 9PE	N.A.	Wholly Owned Subsidiary Company	100	Section 2(87)
6 [^]	Ignition Entertainment Limited, UK 9400 Garsington Road, Oxford Business Park, Oxford, OX4 2HN	N.A.	Step Down Subsidiary Company	100	Section 2(87)
7 [^]	Ignition London Limited 9400 Garsington Road, Oxford Business Park, Oxford, OX4 2HN	N.A.	Step Down Subsidiary Company	100	Section 2(87)
8 [^]	Ignition Entertainment Limited, USA 4640 Admiralty Way Suite # 301, Marina Del Rey, CA 90292	N.A.	Step Down Subsidiary Company	100	Section 2(87)
9	UTV Games Limited c/o CIM Corporate Services Ltd. Les Cascades, Edith Cavell Street, Port Louis, Mauritius	N.A.	Wholly Owned Subsidiary Company	100	Section 2(87)
10 ^{^^}	True Games Interactive, Inc. 4640 Admiralty Way Suite # 301, Marina Del Rey, CA 90292	N.A.	Step Down Subsidiary Company	100	Section 2(87)
11 [*]	Indiagames Limited Building No. 14, 1st Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093.	U72900MH2000FLC123970	Subsidiary Company	56	Section 2(87)
12 [*]	Disney Entertainment (India) Limited (formerly known as UTV Global Broadcasting Limited) Building No. 14, 1st Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093.	U32300MH2007PLC171337	Subsidiary Company	89.89	Section 2(87)
13 ^{**}	Genx Entertainment Limited Building No. 14, 1st Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093.	U92142MH2007PLC167974	Step Down Subsidiary Company	89.89	Section 2(87)
14 ^{**}	Disney Broadcasting (India) Limited (formerly known as UTV Entertainment Television Limited) Building No. 14, 1st Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093.	U64200MH2007PLC170405	Step Down Subsidiary Company	89.89	Section 2(87)

* The Company along with its Immediate Holding Company "The Walt Disney Company (Southeast Asia) Pte. Limited" holds the entire paid-up capital.

**Disney Entertainment (India) Limited holds 100% of the paid up capital of Genx Entertainment Limited and Disney Broadcasting (India) Limited.

[^]IG Interactive Entertainment Limited holds 100% of the paid up capital of Ignition Entertainment Limited, UK which in turn holds entire paid up capital of Ignition London Limited and Ignition Entertainment Limited, USA.

^{^^}UTV Games Limited, Mauritius holds 100% of the paid up capital of Tru Games Interactive, Inc.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)						
Category-wise Share Holding	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% Change during the year	
	Demat	Physical	Demat	Physical		
	Total	% of Total Shares	Total	% of Total Shares		
A. Promoters						
1. INDIAN						
a. Individual/ HUF	-	-	-	-	-	
b. Central Govt.	-	-	-	-	-	
c. State Govt.(s)	-	-	-	-	-	
d. Bodies Corporate	-	-	-	-	-	
e. Banks/ FI	-	-	-	-	-	
f. Any Other	-	-	-	-	-	
Sub-total (A) (1):-	-	-	-	-	-	
2. FOREIGN						
a. NRIs - Individuals	-	-	-	-	-	
b. Other-Individuals	-	-	-	-	-	
c. Bodies Corporate	51506659.00	99.6961	51506659.00	99.7029	0.0068	
d. Banks/ FI	-	-	-	-	-	
e. Any other	-	-	-	-	-	
Sub-total (A) (2):-	51506659.00	99.6961	51506659.00	99.7029	0.0068	
Total shareholding of Promoter	51506659.00	99.6961	51506659.00	99.7029	0.0068	
A = (A)(1)+(A)(2)						
B. Public Shareholding						
1. Institutions	-	-	-	-	-	
a. Mutual Funds	-	-	-	-	-	
b. Banks/ FI	-	-	-	-	-	
c. Central Govt.	-	-	-	-	-	
d. State Govt(s).	-	-	-	-	-	
e. Venture Capital Funds	-	-	-	-	-	
f. Insurance Companies	-	-	-	-	-	
g. FIs	-	-	-	-	-	
h. Foreign Venture Capital Funds	-	-	-	-	-	
i. Others (specify)	-	-	-	-	-	
Sub-total (B) (1):-	-	-	-	-	-	
2. Non-Institutions						
a. Bodies Corporate	-	-	-	-	-	
i. Indian	3843.00	8.00	3851.00	8.00	0.0005	
ii. Overseas	-	-	268.00	268.00	0.0005	
b. Individuals						
i. Individual Shareholders holding nominal share capital up to ₹ 1.lakh	140991.00	2876.00	143867.00	3062.00	0.2785	
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1.lakh						
c. Others	8917.00	97.00	9014.00	97.00	0.0174	
Sub-total (B) (2):-	153751.00	3249.00	157000.00	3435.00	0.3039	
Total Public Shareholding (B) = (B)(1)+(B)(2)	153751.00	3249.00	157000.00	3435.00	0.3039	
C. Shares held by Custodian for GDR's & ADR's	-	-	-	-	-	
Grand Total (A+B+C)	51660422.00	3237.00	51663659.00	3435.00	100.00	
			51660224.00	52837473.00	100.00	

ii. Promoter's Shareholding (Equity)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	The Walt Disney Company (Southeast Asia) Pte. Ltd.	51,506,659	99.6961	52,680,473	99.7029	-	0.0068

iii. Change in Promoters Shareholding: (Equity)

Sr. No.	Name	Shareholding			Date of increase/ decrease	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		At the beginning of the year	% of total shares of the Company	At the end of the year				% of total shares of the Company	No. of Shares
1	The Walt Disney Company (Southeast Asia) Pte. Ltd.	51,506,659	99.6961	52,680,473	14-Mar-16	1,173,814	Allotment of 1,173,814 Equity Shares of ₹ 10/- each at a premium of ₹ 433/- per share to The Walt Disney Company (Southeast Asia) Pte. Ltd. on preferential basis.	52,680,473	99.7029

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

Sr. No.	Name	Shareholding				Date of Increase/ decrease	Increase/ Decrease in shareholding*	Reason	Cumulative Shareholding during the year	
		At the beginning of the year	% of total shares of the Company*	At the end of the year	% of total shares of the Company*				No. of Shares	% of total shares of the Company*
1	Armeene Byram Shroff	0	0.00	1500	0.00	09-10-2015	1500	Purchase	1500	0.00
2	Amita Rajeev Karia	1400	0.00	1400	0.00	NA	0	Nil Movement during the year	1400	0.00
3	Sunil Tulsidas Mehta	1329	0.00	1329	0.00	NA	0	Nil Movement during the year	1329	0.00
4	Ved Prakash Paliwal	1208	0.00	1208	0.00	NA	0	Nil Movement during the year	1208	0.00
5	Pratibha Paliwal	1208	0.00	1208	0.00	NA	0	Nil Movement during the year	1208	0.00
6	Kalpna Jayesh Shah	0	0.00	1104	0.00	19-02-2016	1104	Purchase	1104	0.00
7	Chander Pribhadas Tahiliani	1050	0.00	1050	0.00	NA	0	Nil Movement during the year	1050	0.00
8	Anmol Vanamali	1037	0.00	1037	0.00	NA	0	Nil Movement during the year	1037	0.00
9	Anand Dhundiraj Jog	1000	0.00	1000	0.00	NA	0	Nil Movement during the year	1000	0.00
10	Sheel Kumar	1000	0.00	1000	0.00	NA	0	Nil Movement during the year	1000	0.00

* Rounded off to 2 (two) decimal places.

v. Shareholding Pattern Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding				Date of Increase/ decrease	Increase/ Decrease in shareholding*	Reason	Cumulative Shareholding during the year	
		At the beginning of the year	% of total shares of the Company*	At the end of the year	% of total shares of the Company*				No. of Shares	% of total shares of the Company*
1	Nimish Shah	1	0.00	1	0.00	N.A	0.00	Nil Movement during the year	1	0.00
2	Vishwas Joshi	1	0.00	1	0.00	N.A	0.00	Nil Movement during the year	1	0.00
3	Puneet Juneja	1	0.00	1	0.00	N.A	0.00	Nil Movement during the year	1	0.00

* Rounded off to 2 (two) decimal places.

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

(in ₹ million)

Sr. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i.	Principal Amount	-	12,908.07	-	12,908.07
ii.	Interest due but not paid	-	-	-	-
iii.	Interest accrued but not due	-	33.34	-	33.34
	Total (i+ii+iii)	-	12,941.41	-	12,941.41
	Change in Indebtedness during the financial year				
	• Addition	-	9,600.00	-	9,600.00
	• Reduction	-	(8,589.34)	-	(8,589.34)
	Net Change	-	1,010.66	-	1,010.66
	Indebtedness at the end of the financial year				
i.	Principal Amount	-	13,918.73	-	13,918.73
ii.	Interest due but not paid	-	-	-	-
iii.	Interest accrued but not due	-	83.20	-	83.20
	Total (i+ii+iii)	-	14,001.93	-	14,001.93

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount
		Nimish Shah	
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
B. Remuneration to Other Directors:

SI. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Prem Mehta	Narendra Ambwani	Sujit Vaidya	Parul Tevatia	
1	Independent Directors					
a.	Fee for attending board/committee meetings	320,000	320,000	0	0	640,000
b.	Commission	0	0	0	0	0
c.	Others, please specify	0	0	0	0	0
	Total (1)	320,000	320,000	0	0	640,000
2	Other Non-Executive Directors					
a.	Fee for attending board/committee meetings	0	0	0	0	0
b.	Commission	0	0	0	0	0
c.	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0

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

SI. No.	Particulars of Remuneration	Name of the Key Managerial Personnel		Total Amount
		Company Secretary	CFO	
1	Gross salary	Puneet Juneja	Vishwas Joshi	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,491,267	8,768,989	14,260,256
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	899,193	899,193
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	5,491,267	9,668,182	15,159,449
	Ceiling as per the Act	NA	NA	NA

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Sr. No	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANYY						
Penalty	-	-	-	-	-	-
Punishment	-	-	-	-	-	-
Compounding	1	Section 217(2A) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for not annexing the statement of employees under Section 217(2A) to the Directors' Report for the financial year 2010-11 in the filings made with the Registrar of Companies.	Nil	Company Law Board, Principal Bench, New Delhi	N.A.
	2	Section 292(1)(d) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding for violation of provisions of Section 292 (1)(d) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding fees of ₹ 217,500/- Paid by the Company.	Company Law Board, Principal Bench, New Delhi	N.A.
	3	Section 217(1)(e) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for non-disclosure of information required under Rule 2(c) of the Companies (Disclosure of particulars in the Reports of Board of Directors) Rules, 1988	Nil	Company Law Board, Principal Bench, New Delhi	N.A.
	4	Section 300 of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for non-disclosure of the concern or interest of directors of the Company in relation to a resolution passed by the Board.	Compounding fees of ₹ 40,000/- paid by the Company.	Company Law Board, Principal Bench, New Delhi	N.A.
	5	Section 301 of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding for violation of Section 301 of the Companies Act, 1956 in respect of non entry of certain particulars in the Register of Contracts.	Compounding fees of ₹ 5,000/- Paid by the Company.	Company Law Board, Principal Bench, New Delhi	N.A.
B. DIRECTORS						
Penalty	-	-	-	-	-	-
Punishment	-	-	-	-	-	-
Compounding	1	Section 217(2A) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for not annexing the statement of employees under Section 217(2A) to the Directors' Report for the financial year 2010-11 in the filings made with the Registrar of Companies.	Compounding fees of ₹ 20,000/- each paid by Nine Directors.	Company Law Board, Principal Bench, New Delhi	N.A.
	2	Section 292(1)(d) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding for violation of provisions of Section 292 (1)(d) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding fees of ₹ 50,000/- each paid by two Directors.	Company Law Board, Principal Bench, New Delhi	N.A.
	3	Section 217(1) (e) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for non-disclosure of information required under Rule 2(c) of the Companies (Disclosure of particulars in the Reports of Board of Directors) Rules, 1988	Compounding fees of ₹ 15,000/- each paid by Nine Directors.	Company Law Board, Principal Bench, New Delhi	N.A.

	4	Section 300 of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for non-disclosure of the concern or interest of directors of the Company in relation to a resolution passed by the Board.	Compounding fees of ₹ 40,000/- each paid by Nine Directors.	Company Law Board, Principal Bench, New Delhi	N.A.
	5	Section 301 of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding for violation of Section 301 of the Companies Act, 1956 in respect of non entry of certain particulars in the Register of Contracts.	Compounding fees of ₹ 5,000/- each paid by two Directors.	Company Law Board, Principal Bench, New Delhi	N.A.
C. OTHER OFFICERS IN DEFAULT						
		Penalty	-	-	-	-
		Punishment	-	-	-	-
	1	Section 217(2A) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for not annexing the statement of employees under Section 217(2A) to the Directors' Report for the financial year 2010-11 in the filings made with the Registrar of Companies.	Compounding fees of ₹ 20,000/- paid by Company Secretary.	Company Law Board, Principal Bench, New Delhi	N.A.
	2	Section 292(1)(d) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding for violation of provisions of Section 292 (1)(d) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding fees of ₹ 50,000/- paid by Company Secretary.	Company Law Board, Principal Bench, New Delhi	N.A.
	3	Section 217(1) (e) of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for non-disclosure of information required under Rule 2(c) of the Companies (Disclosure of particulars in the Reports of Board of Directors) Rules, 1988	Compounding fees of ₹ 15,000/- paid by Company Secretary.	Company Law Board, Principal Bench, New Delhi	N.A.
	4	Section 300 of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding of offence for non-disclosure of the concern or interest of directors of the Company in relation to a resolution passed by the Board.	Compounding fees of ₹ 40,000/- paid by Company Secretary.	Company Law Board, Principal Bench, New Delhi	N.A.
	5	Section 301 of the Companies Act, 1956 read with Section 621A of the Companies Act, 1956	Compounding for violation of Section 301 of the Companies Act, 1956 in respect of non entry of certain particulars in the Register of Contracts.	Compounding fees of ₹ 5,000/- paid by Company Secretary.	Company Law Board, Principal Bench, New Delhi	N.A.

For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-

Nimish Shah

Whole Time Director

DIN: 05250183

Place: Mumbai

Date: 29th August, 2016

Sd/-

Sujit Vaidya

Director

DIN: 03287161

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UTV SOFTWARE COMMUNICATIONS LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of **UTV Software Communications Limited** ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") (refer Note 1 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

3. 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 and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, 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.
6. 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 8 of the Other Matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matter

8. We did not audit the financial statements of 4 subsidiaries whose financial statements reflect total assets of ₹ 762.25 million and net liabilities of ₹ 1204.92 million as at March 31, 2016, total revenue of ₹ 337.99 million, net loss of ₹ 60.50 million and net cash flows amounting to ₹ 34.74 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

9. We did not audit the financial information of 3 subsidiaries, whose financial information reflect total assets of ₹ 1,028.69 million and net assets of ₹ 731.27 million as at March 31, 2016, total revenue of ₹ 365.17 million, net profit of ₹ 29.71 million and net cash outflows amounting to ₹ 148.97 million for the year ended on that date, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

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

10. The corresponding figures in the consolidated financial statements of the Company as at March 31, 2015 and for the year then ended are unaudited.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

11. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiaries incorporated in India, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiaries incorporated in India, including relevant records relating to the preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2016 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 Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group – Refer Note 6 and 22 to the consolidated financial statements.
 - ii. The Group has long-term contracts as at March 31, 2016 for which there were no material foreseeable losses. The Company does not have long term derivative contracts as at March 31, 2016.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended March 31, 2016.

For **Price Waterhouse & Co. Bangalore, LLP**
 Firm Registration Number: 007567S/S-200012
 Chartered Accountants
 Sd/-

Uday Shah
 Partner

Membership Number: 046061

Mumbai
 August 29, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of UTV Software Communications Limited on the consolidated financial statements as at and for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of UTV Software Communications Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "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 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 the 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

3. 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 ICAI and the Standards on Auditing under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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.
4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 of the Company and its subsidiaries incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

6. 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

7. 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

8. In our opinion, the Holding Company and its subsidiary 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 March 31, 2016, 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 issued by the Institute of Chartered Accountants of India.

For **Price Waterhouse & Co. Bangalore, LLP**
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Sd/-

Uday Shah
Partner

Membership Number: 046061

Mumbai
August 29, 2016

CONSOLIDATED BALANCE SHEET as at March 31, 2016

(All amounts in ₹ million, unless otherwise stated)

	Note	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	3,027.37	3,015.64
Reserves and Surplus	4	(8,626.10)	(3,590.04)
Minority Share		414.64	296.94
		(5,184.09)	(277.46)
Non-current Liabilities			
Long-term Borrowings	5	10,850.00	1,250.00
Long-term Provisions	6	62.12	68.32
		10,912.12	1,318.32
Current Liabilities			
Short-term Borrowings	7	4,795.21	4,553.11
Trade Payables	8	4,187.52	4,193.14
Other Current Liabilities	9	892.61	8,889.61
Short-term Provisions	10	55.93	44.56
		9,931.27	17,680.42
Total		15,659.30	18,721.28
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	11	75.34	39.28
Intangible Assets	12	4,312.67	4,339.38
Capital work-in-progress		0.75	9.60
		4,388.76	4,388.26
Non-current Investments	13	0.05	0.05
Deferred Tax Assets (Net)	14	-	50.96
Long-term Loans and Advances	15	2,161.96	1,753.35
Other Non-current Assets	16	1.40	3.92
		6,552.17	6,196.54
Current Assets			
Inventories	17	4,217.87	6,811.86
Trade Receivables	18	2,751.87	2,297.14
Cash and Bank balances	19	1,050.47	939.22
Short-term Loans and Advances	20	783.08	2,037.48
Other Current Assets	21	303.84	439.04
		9,107.13	12,524.74
Total		15,659.30	18,721.28

The accompanying notes are an integral part of these consolidated financial statements.

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

 For **Price Waterhouse & Co Bangalore LLP**
 Firm Registration No.: 007567S/S-200012
 Chartered Accountants

Uday Shah
 Partner
 Membership No. 046061

 Place: Mumbai
 Date: August 29, 2016

For and on behalf of the Board of Directors

Sujit Vaidya
 Director
 DIN: 03287161

Vishwas Joshi
 CFO
 Place: Mumbai
 Date: August 29, 2016

Nimish Shah
 Whole-time Director
 DIN: 05250183

Puneet Juneja
 Company Secretary
 Mem. No.: A17151

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2016*(All amounts in ₹ million, unless otherwise stated)*

	Note	Year ended March 31, 2016	Year ended March 31, 2015
REVENUE			
Revenue from Operations	24	12,465.22	13,795.79
Other Income	25	166.52	74.18
Total Revenue		12,631.74	13,869.97
EXPENSES			
Direct Costs	26	12,819.94	12,863.23
Employee Benefit Expenses	27	954.30	767.83
Finance Costs	28	1,373.10	1,481.70
Depreciation and Amortization Expenses	29	34.06	25.45
Other Expenses	30	2,684.25	1,431.88
Total Expenses		17,865.65	16,570.09
Loss before Exceptional Items and Tax		(5,233.91)	(2,700.12)
Exceptional Items	31	72.07	-
Loss before tax		(5,305.98)	(2,700.12)
Tax Expense			
Current Tax		103.49	115.63
Tax Provision pertaining to earlier years		-	9.72
Minimum Alternative Tax ('MAT') credit entitlement written-off		-	128.09
MAT Credit Entitlement		(2.88)	(41.45)
Deferred Tax		50.95	(50.95)
Loss for the year		(5,457.54)	(2,861.16)
Less: Minority Share		68.19	63.04
Net Loss Attributable to shareholders		(5,525.73)	(2,924.20)
Earning/(Loss) per Equity Share: (Basic and Diluted)	32	(105.52)	(55.38)
[Nominal Value per share: ₹ 10 (2015: ₹ 10)]			

The accompanying notes are an integral part of these consolidated financial statements.

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

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration No.: 007567S/S-200012
Chartered Accountants

Uday Shah
Partner
Membership No. 046061

Place: Mumbai
Date: August 29, 2016

For and on behalf of the Board of Directors

Sujit Vaidya
Director
DIN: 03287161

Vishwas Joshi
CFO

Place: Mumbai
Date: August 29, 2016

Nimish Shah
Whole-time Director
DIN: 05250183

Puneet Juneja
Company Secretary
Mem. No.: A17151

CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2016*(All amounts in ₹ million, unless otherwise stated)*

	Year ended March 31, 2016	Year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	(5,305.98)	(2,700.12)
Adjustments for:		
Depreciation and Amortisation Expenses	34.06	25.45
Net Loss on Disposal of Tangible and Intangible Assets	-	25.88
Impairment of Goodwill on Consolidation	72.07	-
Interest Income	(37.12)	(41.35)
Finance Costs	1,373.10	1,481.70
Amortisation of movie costs	6,689.29	7,339.95
Provision for doubtful debts/(Written back)	(14.18)	25.32
Provision for diminution in the value of investments	-	0.46
Provision for doubtful loans and advances	853.83	50.49
Bad debts written off	156.95	2.90
Liabilities/Provision No Longer Required Written Back	(119.22)	(25.47)
Provision for Contingencies and Onerous Contracts	26.88	26.00
Unrealised foreign exchange (gain)/loss	3.90	(6.42)
Operating profit/(loss) before working capital changes	3,733.58	6,204.79
Adjustments for:		
Increase/(Decrease) in trade payables	114.36	1,842.81
Increase/(Decrease) in other current/non-current liabilities	185.62	18.36
(Increase)/Decrease in trade receivables	(602.11)	(1,317.39)
(Increase)/Decrease in inventories	(4,095.30)	(5,956.24)
(Increase)/Decrease in short-term loans and advances	1,389.41	156.11
(Increase)/Decrease in long-term loans and advances	(857.46)	(38.14)
Cash generated from/(used in) operations	(131.90)	910.30
Taxes paid (net of refunds)	(502.08)	(333.58)
Impact of Foreign Exchange Translation (Net)	(30.05)	(17.81)
Net cash generated from/(used in) Operating Activities	(664.03)	558.91
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible/intangible assets	(57.13)	(50.52)
Sale of tangible/intangible assets	-	1.49
Sale of Investment in Joint Venture	-	0.39
Term Deposits with maturity more than 3 months	50.36	(47.50)
Interest received	33.69	95.99
Net cash generated from/(used in) Investing Activities	26.92	(0.15)

CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2016*(All amounts in ₹ million, unless otherwise stated)*

	Year ended March 31, 2016	Year ended March 31, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	520.00	2,499.00
Borrowing/(Repayment) of Long Term Loan (Net)	1,350.00	400.00
Borrowing/(Repayment) of Short Term Loan (Net)	242.10	(2,275.49)
Interest paid	(1,327.37)	(1,552.34)
Adjustment to Minority Interest on acquisition/change in holding interest in Subsidiary Companies	(0.96)	(0.54)
Net cash generated from/(used in) Financing Activities	783.77	(929.37)
Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)	146.66	(370.61)
Cash and cash equivalents at the beginning of the year	891.07	1,259.61
Exchange Difference on Translation of foreign currencies Cash and Cash Equivalents	12.43	2.07
Cash and cash equivalents at the end of the year	1,050.16	891.07
	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents comprise of:		
Cash on hand	1.65	1.29
Balances with Banks	1,048.51	889.78
Total	1,050.16	891.07

Notes:

1. The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard- 3 on Cash Flow Statements.
2. Previous year comparatives have been reclassified to conform with the current year's presentation, wherever applicable.

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

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration No.: 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Uday Shah
Partner
Membership No. 046061

Sujit Vaidya
Director
DIN: 03287161

Nimish Shah
Whole-time Director
DIN: 05250183

Vishwas Joshi
CFO

Puneet Juneja
Company Secretary
Mem. No.: A17151

Place: Mumbai
Date: August 29, 2016

Place: Mumbai
Date: August 29, 2016

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(All amounts in ₹ million, unless otherwise stated)
1. General Information

UTV Software Communications Limited (the 'Company') was incorporated under the laws of India on June 22, 1990 in Mumbai under the Companies Act, 1956. The Company was listed with National Stock Exchange and Bombay Stock Exchange upto March 16, 2012 and has been delisted pursuant to take over by The Walt Disney Company (Southeast Asia) Pte Limited. The Company has the following subsidiaries and joint ventures described in point (a) and (b) below respectively (collectively referred as "the Group"). The Group is primarily engaged in Film Distribution, Film (including Animation) Production, Mobile Value Added Services, Gaming and Interactive media, Content Development & Distribution, airtime sales, dubbing services and television channel broadcast business.

a. The Subsidiary companies considered in the consolidated financial statements are:

Subsidiaries	Date of Incorporation	Place of Incorporation	Proportion of effective ownership as on	
			March 31, 2016	March 31, 2015
UTV Communications (USA) LLC [Refer Note (i) below]	April 26, 2004	United States of America	100%	100%
IG Interactive Entertainment Limited, UK	September 6, 2004	United Kingdom	100%	100%
Ignition Entertainment Limited, UK (100% subsidiary of IG Interactive Entertainment Limited)	September 26, 2001	United Kingdom	100%	100%
Ignition Entertainment Limited, USA (100 % subsidiary of Ignition Entertainment Limited, UK)	May 22, 2006	United States of America	100%	100%
Ignition London Limited, UK (100 % subsidiary of Ignition Entertainment Limited, UK)	July 19, 2001	United Kingdom	100%	100%
Indiagames Limited	February 1, 2000	India	56%	56%
Disney Entertainment (India) Limited [Refer Note (ii) below]	June 6, 2007	India	89.89%	89.61%
Genx Entertainment Limited (100 % subsidiary of Disney Entertainment (India) Limited)	February 19, 2007	India	89.89%	89.61%
Disney Broadcasting (India) Limited (100 % subsidiary of Disney Entertainment (India) Limited) [Refer Note (iii) below]	April 28, 2007	India	89.89%	89.61%
UTV Games Limited	September 5, 2008	Mauritius	100%	100%
True Games Interactive, Inc (100% subsidiary of UTV Games Limited)	December 28, 2007	United States of America	100%	100%

- i) During the year, the Company has subscribed to 580,000 additional equity shares of USD 10 each in its wholly owned subsidiary UTV Communications (USA) LLC .
- ii) During the year, the Company has subscribed to 78,802 additional equity shares of ₹ 10 each in its subsidiary Disney Entertainment (India) Limited at the average security premium of ₹ 6,554 each.
- iii) During the year, Disney Entertainment (India) Limited has acquired 465,692 equity shares of ₹ 10 each in its wholly owned subsidiary Disney Broadcasting (India) Limited at the average security premium of ₹ 886 each.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

- b. The Joint Venture considered in the consolidated financial statements is:

Joint Venture	Date of Incorporation	Place of Incorporation	Proportion of effective ownership as on	
			March 31, 2016	March 31, 2015
IndiaCast UTV Media Distribution Private Limited	December 4, 2012	India	Nil	Nil*

* The said investments have been sold by the Group during the previous year.

- c. Additional information regarding the Subsidiary Companies and Joint Ventures considered in the consolidated financial statements are as under:

Name of Entity	March 31, 2016			
	Net Assets/(Net liabilities) i.e., total assets minus total liabilities		Share in profit/(loss)	
	As a % of consolidated net assets/(liabilities)	Amount (₹ million)	As a % of consolidated Profit/(loss)	Amount (₹ million)
Parent				
UTV Software Communications Limited	-94.40%	(5,285.15)	-189.87%	(10,491.70)
Subsidiaries				
- Indian				
Indiagames Limited	10.53%	589.38	4.28%	236.42
Disney Entertainment (India) Limited *	27.43%	1,535.71	-6.24%	(344.92)
- Foreign				
UTV Communications (USA) LLC	-1.25%	(69.73)	-1.54%	(84.86)
IG Interactive Entertainment Limited, UK *	13.18%	738.10	0.61%	33.66
UTV Games Limited *	-20.40%	(1,142.02)	0.37%	20.43
Sub-Total	-64.91%	(3,633.71)	-192.39%	(10,630.97)
Minority Interest	-7.41%	(414.64)	-1.23%	(68.19)
Consolidation Adjustments	-27.68%	(1,550.38)	93.62%	5,173.43
Total	-100.00%	(5,598.73)	-100%	(5,525.73)

Name of Entity	March 31, 2015			
	Net Assets/(Net liabilities) i.e., total assets minus total liabilities		Share in profit / (loss)	
	As a % of consolidated net assets/(liabilities)	Amount (₹ million)	As a % of consolidated Profit/(loss)	Amount (₹ million)
Parent				
UTV Software Communications Limited	815.90%	4,686.56	-102.77%	(3,005.16)
Subsidiaries				
- Indian				
Indiagames Limited	61.45%	352.96	7.54%	220.39
Disney Entertainment (India) Limited *	237.36%	1,363.39	-10.99%	(321.35)
- Foreign				
UTV Communications (USA) LLC	-60.81%	(349.27)	-1.96%	(57.26)
IG Interactive Entertainment Limited, UK *	115.67%	664.45	-4.50%	(131.65)
UTV Games Limited *	-191.95%	(1,102.59)	0.12%	3.40

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

Name of Entity	March 31, 2015			
	Net Assets/(Net liabilities) i.e., total assets minus total liabilities		Share in profit / (loss)	
	As a % of consolidated net assets / (liabilities)	Amount (₹ million)	As a % of consolidated Profit / (loss)	Amount (₹ million)
Joint Venture				
IndiaCast UTV Media Distribution Private Limited	-	-	-	-
Sub-Total	977.62%	5,615.50	-112.56%	(3,291.63)
Minority Interest	-51.70%	(296.94)	-2.16%	(63.04)
Consolidation Adjustments	-1,025.92%	(5,892.96)	14.72%	430.47
Total	-100.00%	(574.40)	-100%	(2,924.20)

* Amounts after consolidation with their subsidiaries

2. Summary of significant accounting policies
a. Basis of preparation

These consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.

Consequently, these consolidated financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of business and the time between the acquisition of assets and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 24 months for movie division and 12 months for all other divisions, for the purpose of current or non-current classification of assets and liabilities.

The Consolidated Financial statements relates to UTV Software Communications Limited and its Subsidiary Companies (together the "Group") and joint venture company. These Consolidated Financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

The Consolidated Financial Statements have been prepared on the following basis:

- i. In respect of Subsidiary Companies, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like item of assets, liabilities, incomes and expenses, after fully eliminating intra-Group balances and unrealised profits/losses on intra-Group transactions as per Accounting Standard - AS 21 "Consolidated Financial Statements".
- ii. The excess of cost to the Company of its investment in the Subsidiary Company over the Company's share of net assets of the subsidiary company is recognised in the financial statements as Goodwill, which will be tested for impairment at year end. The excess of Company's share of net assets of the subsidiary company over the cost of acquisition is treated as Capital Reserve.
- iii. The results of operations of a subsidiary are included in the Consolidated Financial Statements from the date on which the parent-subsidiary relationship comes into existence. The results of operation of a subsidiary with which the parent-subsidiary relationship ceases to exist are included in the consolidated Statement of Profit and Loss until the date of cessation of the relationship. The difference between the proceeds from the disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as on the date of disposal are recognised as profit or loss on disposal of investment in the subsidiary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

- iv. In respect of Joint Ventures, the group's interest in jointly controlled entities are accounted for using proportionate consolidation. The group combines its share of the joint venture's individual income and expenses on a line-by-line basis with similar items in the group's financial statements.
- v. The Notes and Significant Accounting Policies to the Consolidated Financial Statements are intended to serve as a guide for better understanding of the Group's position. In this respect, the Group has disclosed such notes and policies, which represent the requisite disclosure.

b. Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation is provided on straight line method over the estimated useful lives of tangible assets as prescribed under Schedule II of the Companies Act, 2013. On additions, depreciation is provided for the full month irrespective of the date of addition during the month. On assets discarded, demolished or destroyed during the month, depreciation is calculated upto the month of such deletions. The useful lives for tangible assets used are:

Assets	Useful Life (in years)
Plant and Machinery	15
Furniture and Fixtures	10
Computer Hardware and Servers	3-6
Office Equipments	5

c. Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets except for Goodwill arising on Consolidation, are amortised on a straight line basis over their estimated useful lives. On additions, amortisation is provided for the full month irrespective of the date of addition during the month. On assets retired or disposed off during the month, amortization is calculated upto the month of such deletions.

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

Goodwill arising on consolidation is not amortised but is tested for impairment on an annual basis.

The useful lives for intangible assets used are:

Assets	Useful Life (in years)
Computer Software	3
EPG License	10

d. Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

e. Impairment

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. The smallest identifiable Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or Groups of assets, is considered as a cash generating unit (CGU). An Asset of CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount except for goodwill. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

f. Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

g. Inventories

- (i) Inventory is valued at lower of Cost and Net Realisable Value.
- (ii) Raw Stock is stated at lower of Cost and Net Realisable Value. Cost of raw stock is determined on First-in-First Out (FIFO) basis.
- (iii) Acquired rights pertaining to movies, animation and other content, commissioned programmes on telecast are amortised on the exploitation of such rights based on the management estimates of revenue potential.
- (iv) Cost of completed/acquired movies is amortised over the movie life cycle based upon the ratio of the current period's revenues to the estimated remaining total revenues (Ultimate Revenues) for each movie. If estimate of Ultimate Revenues decreases, amortisation of movie cost is accelerated. Conversely, if estimates of Ultimate Revenues increases, movie cost amortisation is decelerated. Ultimate Revenues include revenues from all sources that will be earned over a period not to exceed ten years from the date of the first theatrical release.
- (v) Projects in progress and Movies under Production are stated at cost. Cost comprises of material cost, cost of services and other expenses. Costs get accumulated till the first theatrical release of the movie.
- (vi) The Group evaluates the realisable value and/or revenue potential of inventory on an annual basis and appropriate write down is made in cases where accelerated write down is warranted.

h. Foreign Currency Translations

The transactions in foreign exchange are accounted at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities as at the Balance Sheet date are translated at the rate of exchange prevailing at the date of the Balance Sheet.

Non-monetary foreign currency items are carried at cost. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

i. Revenue recognition

- (i) Revenues from licensing and distribution of movies are recognised in accordance with the licensing and distribution agreement or on delivery of the movies, whichever is later.
- (ii) Revenues on sale/licensing of television programmes and dubbing are recognised on delivery. The amount recognised is at the predetermined price, the collection of which is reasonably assured.
- (iii) Revenues from sale of airtime (net of trade discount, as applicable) are recognised when the related advertisements or commercials appears before the public, i.e. on telecast.
- (iv) Revenues from sales/licensing of Interactive Media Content are recognised in accordance with the licensing agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

- (v) Revenue from distribution of mobile content and gaming subscription is recognised in accordance with the terms of revenue sharing agreements entered by the Group with telecom operators/Internet Service Providers and on the basis of receipt of download/subscription reports by the Group. Until the receipt of download or subscription report from the telecom operators/Internet Service Providers revenue is recognised on a fair estimates by the Group. Revenues are stated at net of applicable taxes.
- (vi) Subscription income for the distribution of the channels is recognised when the services are provided in accordance with the terms of the agreement and for which there is reasonable certainty of ultimate collections.
- (vii) Revenue from stage play includes revenue from sale of tickets and revenue from sponsorship fee as per the terms of agreement, which is recognised when the show is exhibited.

j. Other Income

- (i) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (ii) Dividend is recognised when the right to receive the dividend is established.

k. Employee Benefits

Defined Contribution Plan: The Group contributes on a defined contribution basis to Employees' Provident Fund, Employees' Pension Scheme and Employees' State Insurance Commission towards post employment benefits, all of which are administered by the respective Government authorities, and has no further obligation beyond making its contribution, which is expensed in the year to which it pertains.

Defined Benefit Plan: Certain companies in the Group provide for gratuity, defined benefit plan covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise. The fund is recognised by the Income tax authorities and administered through appropriate authorities/insurers.

Compensated Absences: Accumulated compensated absences, which are expected to be availed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional liability of the Group as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed beyond 12 months from the end of the year are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

l. Current and Deferred Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are not recognised in case there is unabsorbed depreciation or carry forward of losses under tax laws, unless there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Group reassesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

m. Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

n. Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the periods in which the results are known/materialize.

o. Leases

Lease rentals in respect of assets taken on Operating Lease are charged to the Statement of Profit and Loss as per the terms of the lease agreement.

p. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated Corporate Income" and "Unallocated Corporate Expenses", respectively.

q. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

r. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity 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 for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

3. Share Capital

	As at March 31, 2016	As at March 31, 2015
Authorised:		
Equity Shares		
139,147,900 (March 31, 2015: 106,966,900) Equity Shares of ₹ 10 each	1,391.48	1,069.67
Preference Shares		
7,333,500 (March 31, 2015: 7,333,500) Compulsory Convertible Preference Shares of ₹ 1,500 each	11,000.25	11,000.25
Issued, Subscribed and Paid-up:		
Equity Shares		
52,837,473 (March 31, 2015: 51,663,659) Equity Shares of ₹ 10 each, fully paid-up	528.37	516.64
Preference Shares		
1,666,000 (March 31, 2015: 1,666,000) 9% Non-Cumulative Compulsory Convertible Preference Shares of ₹ 1,500 each, fully paid-up	2,499.00	2,499.00
Total	3,027.37	3,015.64

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

(i) Equity Shares:

	As at March 31, 2016		As at March 31, 2015	
	Numbers	Amount	Numbers	Amount
Balance as at the Beginning of the year	51,663,659	516.64	51,663,659	516.64
Add: Shares Issued during the year to The Walt Disney Company (Southeast Asia) Pte. Limited, Holding Company	1,173,814	11.73	-	-
Balance as at the end of the year	52,837,473	528.37	51,663,659	516.64

(ii) Preference Shares

	As at March 31, 2016		As at March 31, 2015	
	Numbers	Amount	Numbers	Amount
Balance as at the Beginning of the year	1,666,000	2,499.00	-	-
Add: Shares Issued during the year to The Walt Disney Company (Southeast Asia) Pte. Limited, the holding company	-	-	1,666,000	2,499.00
Balance as at the end of the year	1,666,000	2,499.00	1,666,000	2,499.00

Notes:

- During the current year, the Company has allotted 1,173,814 Equity Shares of ₹ 10 each at a premium of ₹ 433 per share to The Walt Disney Company (Southeast Asia) Pte. Limited, the holding company.
- During the previous year, the Company had allotted 1,666,000 9% Non-Cumulative Compulsorily Convertible Preference Shares to The Walt Disney Company (Southeast Asia) Pte. Limited, the holding company at ₹ 1,500 per share.

(b) Rights, preferences and restrictions attached to shares:

Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Preference Shares

Pursuant to Board resolution passed by the Board at its meeting held on November 3, 2015, the date of conversion of Compulsorily Convertible Preference Shares into Equity shares of face value ₹ 10 per share with premium has been changed to December 31, 2016 from the earlier date of September 30, 2015.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

(c) Details of shares held by the Holding Company

	As at March 31, 2016 Numbers	<i>As at March 31, 2015 Amount</i>	As at March 31, 2016 Numbers	<i>As at March 31, 2015 Amount</i>
Equity Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited	52,680,473	526.80	51,506,659	515.07
Preference Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited	1,666,000	2,499.00	1,666,000	2,499.00

(d) Details of shares held by the shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2016 Numbers	<i>As at March 31, 2015 Amount</i>	As at March 31, 2016 Numbers	<i>As at March 31, 2015 Amount</i>
Equity Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited, the Holding Company	52,680,473	526.80	51,506,659	515.07
	(99.70%)		(99.70%)	
Preference Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited, the Holding Company	1,666,000	2,499.00	1,666,000	2,499.00
	(100.00%)		(100.00%)	

(e) Authorised Share Capital
Equity Shares

The authorised share capital of ₹ 1,069.67 million comprising of 106,966,900 equity shares of ₹ 10 each has been increased to ₹ 1,391.48 million comprising of 139,147,900 equity shares of ₹ 10 each, pursuant to the Scheme of Amalgamation between the Company and its subsidiary UTV New Media Ltd. (Refer Note 36) sanctioned by the order of the Hon'ble Bombay High Court dated July 24, 2015.

4. Reserves and Surplus

	As at March 31, 2016	<i>As at March 31, 2015</i>
Capital Reserve	390.98	390.98
Securities Premium Account		
Balance as at the beginning of the year	12,074.48	12,074.48
Add: Amounts received pursuant to issue of 1,173,814 equity shares of ₹ 10 each (March 31, 2015: Nil) equity shares of ₹ 10 each [Also refer Note 3 (a)]	508.26	-
Balance as at the end of the year	12,582.74	12,074.48
Business Restructuring Reserve [Refer Note below]	-	-
Foreign Currency Translation Reserve	(769.62)	(751.99)
General Reserve	4,253.27	4,253.27
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	(19,556.78)	(16,632.04)
Add: Loss for the year	(5,525.73)	(2,924.20)
Add: Adjustment to Minority Interest on acquisition/change in holding interest in Subsidiary Companies	(0.96)	(0.54)
Balance as at the end of the year	(25,083.47)	(19,556.78)
Total	(8,626.10)	(3,590.04)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***Note:**

Pursuant to the Scheme of Arrangement under Sections 391 to 394 (read with Section 78 and Sections 100 to 103) and other applicable provisions of the Companies Act, 1956, sanctioned by the Honourable Bombay High Court during the Financial Year 2009-10, Business Restructuring Reserve had been created by transferring balance standing to the credit of Securities Premium Account.

In accordance with the above Schemes of Arrangement, Business Restructuring Reserve of ₹ 1,500 million had been utilized to adjust the write down of inventory of subsidiaries in the Consolidated Financial Statements in Financial Year 2009-10.

5. Long-term Borrowings

	As at March 31, 2016	As at March 31, 2015
Unsecured Term Loans:		
From Banks (Refer Note 9)	9,600.00	-
From Related Parties	1,250.00	1,250.00
Total	10,850.00	1,250.00

Nature of Guarantee and terms of repayment for unsecured borrowings**(a) Nature of Guarantee:**

Term Loan from Banks are supported by the letter of guarantee from Disney Enterprises, Inc.

(b) Terms of Repayment:

- (i) Loan from Banks are repayable after 5 years from the original drawdown date. Interest rates on above borrowings are linked to Base Rate plus 0 to 25 basis points.
- (ii) Loan from a Related Parties of ₹ 500 million (March 31, 2015: ₹ 500 million) and ₹ 750 million (March 31, 2015: ₹ 750 million) are repayable on or before November 26, 2017. Interest rate on the above borrowings is 8.25% p.a.

6. Long-term Provisions

	As at March 31, 2016	As at March 31, 2015
Provision for Employee Benefits (Refer Note 2(k)):		
Provision for Gratuity	35.48	28.89
Provision for Compensated Absences	11.28	14.46
Provision for Contingencies	15.36	24.97
Total	62.12	68.32

- (a) Provision with respect to Direct Taxes (Including withholding taxes) made in accordance with the Group's policy stated in Note 2 (m):

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Opening Balance	8.00	4.85
Add: Additional provision made during the year	0.42	3.15
Less: Amounts used	(3.68)	-
Less: Provision Reversed	-	-
Unused amounts reversed during the year	-	-
Closing Balance	4.74	8.00

The timing and the amount of cash outflows, if any, that may arise from the above matters will be determined only in future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

(b) Provision with respect to Indirect Taxes made in accordance with the Group's policy stated in Note 2 (m):

Particulars	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Opening Balance	16.97	16.97
Add: Additional provision made during the year	-	-
Less: Amounts used	-	-
Less: Provision Reversed	(6.35)	-
Unused amounts reversed during the year	-	-
Closing Balance	10.62	<i>16.97</i>

The timing and the amount of cash outflows, if any, that may arise from the above matters will be determined only in future.

7. Short-term Borrowings

	As at March 31, 2016	<i>As at March 31, 2015</i>
Unsecured:		
From Banks [Refer Note below]		
- Working Capital Loans (repayable on demand)	4,100.00	4,330.00
- Cash Credits	695.21	223.11
Total	4,795.21	<i>4,553.11</i>

Note:

Loan from Banks aggregating ₹ 4,795.21 million (March 31, 2015: ₹ 4,553.11 million), are supported by the guarantee from Disney Enterprises, Inc.

8. Trade Payables

	As at March 31, 2016	<i>As at March 31, 2015</i>
Trade Payables	4,187.52	4,193.14
Total	4,187.52	<i>4,193.14</i>

9. Other Current Liabilities

	As at March 31, 2016	<i>As at March 31, 2015</i>
Current maturities of long-term debt from Banks (Refer Note 5)	-	8,250.00
Advance Billing to Customers	168.86	133.09
Advances from Customers	103.00	158.83
Unpaid Dividend [Refer Note below]	-	0.05
Interest accrued but not due on borrowings	108.33	62.60
Security Deposits from Distributors	6.38	1.22
Statutory dues (including Provident Fund and Tax Deducted at Source)	403.50	216.77
Employee Benefits Payable	51.20	45.22
Payable to Group Companies	50.62	15.89
Others Liabilities	0.72	5.94
Total	892.61	<i>8,889.61</i>

Note:

There are no amounts due for payment to Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***10. Short-term Provisions**

	As at March 31, 2016	<i>As at March 31, 2015</i>
Provision for Employee Benefits: (Refer Note 2(k))		
Provision for Compensated Absences	2.90	4.77
Provision for Gratuity	16.40	16.83
Provision for Onerous Contract (Refer Notes (a) and (b) below)	36.52	22.85
Provision for Wealth Tax (Net of Advances)	0.11	0.11
Total	55.93	44.56

(a) Provision towards payment in respect of non-cancellable content acquisition agreement in accordance with the Group's policy sated in Note 2 (m):

Particulars	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Opening Balance	-	-
Additional provisions made during the year	36.52	-
Amounts used	-	-
Unused amounts reversed during the year	-	-
Closing Balance	36.52	-

The timing and the amount of cash outflows, if any, that may arise from the above matters will be determined only in future.

(b) Provision towards payment in respect of non-cancellable lease agreement in accordance with the Group's policy sated in Note 2 (m):

Particulars	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Opening Balance	22.85	-
Additional provisions made during the year	-	22.85
Amounts used	(19.14)	-
Unused amounts reversed during the year	(3.71)	-
Closing Balance	-	22.85

The timing and the amount of cash outflows, if any, that may arise from the above matters will be determined only in future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(All amounts in ₹ million, unless otherwise stated)

11. Tangible Assets

[Refer Notes 2 (b), 2 (d), 2 (e)]

Particulars	Gross Block			Depreciation			Impairment			Net Block	
	April 1, 2015	March 31, 2016	Disposals	For the year	Disposals	March 31, 2016	April 1, 2015	Disposals	March 31, 2016	March 31, 2016	March 31, 2015
Freehold Land	1.13	1.13	-	-	-	-	-	-	-	1.13	1.13
Plant and Machinery	22.03	22.03	-	22.01	0.02	22.03	-	-	-	-	0.02
Furniture and Fixtures	0.07	1.11	1.04	0.06	0.12	0.18	-	-	-	0.93	0.01
Computers	64.87	122.11	57.24	27.34	22.24	49.58	-	-	-	72.53	37.53
Office Equipments	2.02	2.42	0.40	1.43	0.24	1.67	-	-	-	0.75	0.59
Total	90.12	148.80	58.68	50.84	22.62	73.46	-	-	-	75.34	39.28
March 31, 2015	107.96	90.12	52.59	61.56	14.50	50.84	-	-	-	39.28	46.40

The Company realigned the remaining useful lives of assets in accordance with the rates prescribed under Schedule II to the Companies Act 2013. Consequently, the carrying value (net of residual value) as at April 1, 2014 is being depreciated over the revised remaining useful lives. As a result of change, depreciation for the year ended March 31, 2015 was lower by ₹ 1.49 million and loss before tax was lower by ₹ 1.49 million.

12 Intangible Assets

[Refer Notes 2 (c), 2 (d) and 2 (e)]

Particulars	Gross Block			Amortisation			Impairment			Net Block	
	April 1, 2015	March 31, 2016	Disposals	April 1, 2015	For the year	Disposals	March 31, 2016	April 1, 2015	For the year	March 31, 2016	March 31, 2015
Goodwill on Consolidation	4,311.11	4,360.61	-	-	-	-	-	-	72.07	72.07	4,311.11
Computer Software	39.74	47.04	-	18.85	10.41	29.26	-	-	-	-	20.89
EPG Licence	11.04	11.04	-	3.66	1.03	4.69	-	-	-	-	6.35
Total	4,361.89	4,418.69	56.80	22.51	11.44	33.95	-	-	72.07	72.07	4,339.38
March 31, 2015	4,210.25	4,361.89	5.98	17.54	10.95	22.51	5.98	-	-	-	4,339.38

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***13. Non-current Investments**

[Refer Note 2 (f)]

	As at March 31, 2016	As at March 31, 2015
Non-Trade Investments (valued at cost)		
<i>Quoted equity instruments</i>		
62,500 equity shares (March 31, 2015: 62,500) of ₹ 2 each held in Radaan Mediaworks India Limited [Net of provision for other than temporary diminution aggregating to ₹ 0.46 million (March 31, 2015: ₹ 0.46 million)]	0.04	0.04
<i>Unquoted equity instruments</i>		
600,000 equity shares (March 31, 2015: 600,000) of ₹ 10 each held in United Teleshopping and Marketing Company Limited	*	*
352,000 equity shares (March 31, 2015: 352,000) of USD .001 each held in Homland Network Corporation	0.01	0.01
<i>Unquoted preference instruments</i>		
125,000 preference shares (March 31, 2015: 125,000) of USD .001 each held in Homland Network Corporation	*	*
Total	0.05	0.05
<i>* Amount is below the rounding off norm adopted by the Company.</i>		
Aggregate amount of quoted investments (Gross)	0.50	0.50
Market Value of quoted investments	0.11	0.04
Aggregate amount of unquoted investments (Gross)	0.01	0.01
Aggregate provision for diminution in value of investments	0.46	0.46

14. Deferred Tax Assets/(Liabilities)

[Refer Note 2 (l)]

	As at March 31, 2016	As at March 31, 2015
Deferred Tax Assets		
Depreciation on Fixed Assets	3.93	13.77
Provision for Doubtful Debts	68.75	147.69
Provision for Doubtful Advances	262.29	107.31
Provision on Unabsorbed Depreciation and Business Losses	40.28	-
Provision for Employee Benefits	12.64	11.12
Expenses disallowed under Section 40(a) of the Income Tax Act, 1961 allowable in later years	-	52.22
Expenses allowable for tax purpose when paid	3.54	8.11
Provision for Onerous contract	-	7.77
Other Timing Differences	0.69	0.93
	392.12	348.92
Deferred Tax Liabilities		
Depreciation on Fixed Assets	3.17	9.31
Inventory Amortisation	388.95	288.65
	392.12	297.96
Total Net Deferred Tax Assets/(Deferred Tax Liabilities)	-	50.96

Note:

Considering the virtual uncertainty, Deferred Tax Assets is restricted to the extent of Deferred Tax Liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***15. Long-term Loans and Advances**

	As at March 31, 2016	As at March 31, 2015
<i>Unsecured, considered good (unless otherwise stated):</i>		
Share Application Money Pending Allotment (Refer Note 31(a))		
Considered doubtful	-	438.71
Less: Provision for Share Application Money	-	(438.71)
	-	-
Advance Income Tax (Net of Provision of Tax)	2,067.50	1,665.30
Security Deposits	14.87	17.89
Balance with Government Authorities	28.60	22.05
Minimum Alternate Tax Credit Entitlement	50.99	48.11
Total	2,161.96	1,753.35

16. Other Non-Current assets

	As at March 31, 2016	As at March 31, 2015
Long-term deposits with banks with maturity period more than 12 months [Refer Note below]	1.40	3.92
Total	1.40	3.92

Note:

Fixed Deposits amounting to ₹ 1.30 million (March 31, 2015: ₹ 3.29 million) are provided as security against various bank guarantees given and Fixed Deposits amounting to ₹ 0.10 million (March 31, 2015: ₹ 0.10 million) is provided as security to the Sales Tax Authorities, Delhi.

17. Inventories

[Refer Note 2 (g)]

	As at March 31, 2016	As at March 31, 2015
Raw Stocks - Tapes and Films	-	1.47
Unamortised cost of Programs and Movies	3,155.43	3,238.60
Movies Under Production	1,062.44	3,571.79
Total	4,217.87	6,811.86

18. Trade Receivables

	As at March 31, 2016	As at March 31, 2015
<i>Unsecured, considered good</i>		
Outstanding for a period exceeding 6 months from the date they are due for payment	101.06	130.70
Outstanding for a period less than 6 months from the date they are due for payment	2,650.81	2,166.44
<i>Unsecured, considered doubtful</i>		
Outstanding for a period exceeding 6 months from the date they are due for payment	235.13	256.09
Outstanding for a period less than 6 months from the date they are due for payment	19.67	12.89
	3,006.67	2,566.12
Less: Provision for doubtful debts	254.80	268.98
Total	2,751.87	2,297.14

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***19. Cash and Bank Balances**

	As at March 31, 2016	As at March 31, 2015
Cash and Cash equivalents		
Cash on hand	1.65	1.29
Bank balances		
- Current Accounts	467.06	558.04
- Exchange Earners' Foreign Currency Account	0.65	1.64
- Deposits with less than 3 months maturity	580.80	330.10
	1,050.16	891.07
Other Bank balances		
Long-term deposits with maturity more than 3 months but less than 12 months [Refer Note below]	-	47.75
Long-term deposits with maturity more than 12 months [Refer Note below]	0.31	0.35
Unclaimed Dividend Accounts	-	0.05
	0.31	48.15
Total	1,050.47	939.22

Note:

Fixed Deposits amounting to ₹ 0.25 million (March 31, 2015: ₹ 0.60 million) are provided as security against various bank guarantees given.

20. Short-term Loans and Advances

	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good (unless otherwise stated):		
Loans and advances to related parties	15.23	41.68
Security Deposits	19.90	30.41
Other Loans and Advances		
Advance to Suppliers		
Considered good	148.90	1,344.62
Considered doubtful	1,384.66	530.83
Less: Allowance for doubtful advance to supplier	(1,384.66)	(530.83)
	148.90	1,344.62
Prepaid Expenses	46.53	49.40
Balance with Government Authorities	551.99	568.97
Others	0.53	2.40
Total	783.08	2,037.48

21. Other Current Assets

	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good (unless otherwise stated):		
Interest accrued on deposits with banks	1.22	1.40
Unbilled Revenue	302.62	435.87
Receivable from related Parties	-	1.77
Total	303.84	439.04

22. Contingent Liabilities

	As at March 31, 2016	As at March 31, 2015
Nature		
a. Legal matters:		
i. Legal cases filed against the Group not acknowledged as debts	834.52	3,747.46
b. Taxation matters:		
i. Income Tax	199.68	132.28
ii. Value Added Tax (VAT)/ Sales Tax/ Lease Tax	314.70	135.18
iii. Service Tax	6.39	6.39

Notes:

- (a) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Group does not expect any reimbursements in respect of the above contingent liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***23. Guarantees given by the Company**

	As at March 31, 2016	As at March 31, 2015
Nature		
Bank Guarantees issued favoring various Government Authorities	1.55	3.89
Bank Guarantees issued on behalf of a related party towards its obligation to Customs Authorities	23.02	20.48

24. Revenue from Operations

[Refer Note 2 (i)]

	Year ended March 31, 2016	Year ended March 31, 2015
Sales and Services Revenues (Net)		
Media & Television Content, Airtime Sales and Dubbing Services	5,607.97	4,481.35
Distribution and Licensing of Movies	4,645.59	7,456.49
Interactive Media	2,059.92	1,857.95
Stage Play	151.74	-
Total	12,465.22	13,795.79

25. Other Income

	Year ended March 31, 2016	Year ended March 31, 2015
Interest Income:		
- On Fixed Deposits and Others	39.74	43.36
Liabilities/Provision No Longer Required Written Back	119.22	25.47
Miscellaneous Income	7.56	5.35
Total	166.52	74.18

26. Direct Costs

	Year ended March 31, 2016	Year ended March 31, 2015
Telecast Fees	192.40	283.33
Footage, Programming and Other Acquisition Cost	288.29	142.91
Participation Costs	380.74	964.21
Print Costs	407.63	322.23
Advertisement and publicity	887.49	906.42
Amortisation of movie costs	6,689.29	7,339.95
Distribution Cost	1,527.13	1,468.81
Stage Play Production and Talent Costs	230.75	-
Royalty/License Fees	1,591.53	1,077.76
Agency Fees	127.08	135.27
Service Fees (Includes Prior Period Expenses of ₹ 38.65 million)	315.75	-
Other Direct Cost	181.86	222.34
Total	12,819.94	12,863.23

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***27. Employee Benefit Expenses**

	Year ended March 31, 2016	Year ended March 31, 2015
Salaries, Allowances and Bonus	878.81	695.52
Contribution to Provident and Other Funds	36.43	32.91
Gratuity	15.66	16.30
Staff Welfare Expenses	23.40	23.10
Total	954.30	767.83

28. Finance Costs

	Year ended March 31, 2016	Year ended March 31, 2015
Interest on borrowing from banks	1,211.16	1,423.08
Interest on borrowings from others	159.80	57.29
Other borrowing costs	2.14	1.33
Total	1,373.10	1,481.70

29. Depreciation and Amortisation Expenses

	Year ended March 31, 2016	Year ended March 31, 2015
Depreciation on Tangible assets	22.62	14.50
Amortization of Intangible assets	11.44	10.95
Total	34.06	25.45

30. Other Expenses

	Year ended March 31, 2016	Year ended March 31, 2015
Rent	21.24	53.03
Repairs and Maintenance - Others	49.43	42.66
Legal and Professional fees	118.69	110.00
Payment to Auditors		
- Audit fees	15.61	15.81
- Certification fees/Other services	0.40	0.35
- Reimbursement of Expenses	0.09	0.14
Rates and taxes	137.18	245.50
Insurance	22.39	20.89
Travel, Conveyance and Accommodation	55.45	63.64
Communication and Postage Expenses	31.67	18.94
Bad debts written off	156.95	2.90
Provision for doubtful debts adjusted	(14.18)	-
	142.77	2.90
Provision for doubtful debts	-	25.32
Provision for diminution in the value of investments	-	0.46
Net Loss on Disposal of Tangible and Intangible Assets	-	25.88
Net Loss on foreign currency transactions and translations	21.58	1.33
Provision for doubtful Loans and Advances	853.83	50.49
Central Support Expenses (Refer Note below)	813.77	285.46
Sales commission	29.07	18.55
Provision for Onerous Contracts and Contingencies (Refer Notes 6 and 10)	26.88	26.00
Advertisement and Marketing Expenses	268.85	336.85
Miscellaneous expenses	75.35	87.68
Total	2,684.25	1,431.88

Note:

'Central Support Fee' aggregating ₹ 813.77 million (March 31, 2015: ₹ 285.46 million) includes recoveries of costs incurred by group companies for providing services such as business development, information technology system support, financial and legal support, facility support and human resource consulting services. The charge for these services is accounted based on the periodic debit notes received from group companies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

31. Exceptional Items:

	Year ended March 31, 2016	Year ended March 31, 2015
Share Application Money Written-off [Refer Note (a) below]	438.71	-
Provision for Share application Written-back [Refer Note (a) below]	(438.71)	-
	-	-
Impairment of Goodwill on Consolidation [Refer Note (b) below]	72.07	-
Total	72.07	-

Note:

- (a) During the previous year, the Management of the Company had provided for the Share Application Money invested by UTV Software Communications Limited in Diverse Business Holdings Private Limited (formerly known as Unilazer Holdings Limited) in view of the uncertainty associated with the refund of the share application money. In view of inability of Diverse Business Holdings Private Limited to repay the Share Application Money, the Company has written off its claim over the monies in the current year pursuant to the resolution passed in the Board of Directors meeting held on November 3, 2015.
- (b) The Company has made investments in Disney Entertainment (India) Limited for further investments into their downstream subsidiaries, Genx Entertainment Limited and Disney Broadcasting (India) Limited, respectively, which are in the business of Media and Television and some of these have been making losses for past few years. The Company has noted the shift in the Media Networks strategy on account of the certain key developments and consequent future business projections in Media and Television Segment. As a consequences of such strategy change, the Company has recognised an impairment loss on Goodwill on Consolidation of ₹ 72.07 million.
- The impairment review was performed for cash generating units (CGUs) which were generally taken as legal entities or businesses within the group. The recoverable amount of CGUs and other assets were primarily based on their value in use. The discounting rate used for the value in use calculations were based on the weighted average cost of capital at 14.50%.

32. Earnings/(Loss) Per Share (EPS)

[Refer Note 2(r)]

	Year ended March 31, 2016	Year ended March 31, 2015
Basic and Diluted		
Loss after tax	(5,457.54)	(2,861.16)
Weighted average number of equity shares outstanding at the year end (Nos.) (for Basic EPS)	51,721,388	51,663,659
Weighted average number of equity shares outstanding at the year end (Nos.) (for Diluted EPS)	51,721,388	51,663,659
Loss per share (Basic) (₹)	(105.52)	(55.38)
Loss per share (Diluted) (₹)	(105.52)	(55.38)
Nominal value of shares (₹)	10.00	10.00

33. Segment Reporting

[Refer Note 2 (p)]

The group has considered the business segment as the primary reporting segment on the basis that the risk and returns of the Company is primarily determined by the nature of products and services. Consequently, the geographical segment has been considered as a secondary segment. The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

The business segment comprise of the following:

- Media and Television Segment comprises television content, airtime sales, dubbing services and the television channel broadcast business.
- Movies segment comprises the film production, distribution and syndication business.
- Games and Interactive segment comprise the online, consol, mobile gaming business and the web and mobile business.
- Stage Play segment comprises ticketing revenue and sponsorship fees.

Geographical segment is considered based on sales within India and outside India.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

Primary Segment: Business Segment	March 31, 2016						March 31, 2015				
	Movies	Television & Media	Gaming & Interactive Media	Stage Play	Unallocable	Total	Movies	Television & Media	Gaming & Interactive Media	Unallocable	Total
REVENUE											
Revenue from Operations (External)	4,488.99	5,928.02	2,054.61	151.74	-	12,623.36	7,630.54	4,481.35	1,850.41	-	13,962.30
Less: Inter Segment revenue	117.61	40.53	-	-	-	158.14	137.52	28.99	-	-	166.51
Total	4,371.38	5,887.49	2,054.61	151.74	-	12,465.22	7,493.02	4,452.36	1,850.41	-	13,795.79
Segment Results - Profit/(Loss)	(4,038.66)	(165.68)	385.42	(79.01)	-	(3,897.93)	(1,395.78)	(60.69)	197.11	-	(1,259.36)
Add: Net Unallocated Corporate Income / (Expenses)					37.12	37.12				40.94	40.94
Less: Finance Cost					1,373.10	1,373.10				1,481.70	1,481.70
Profit/(Loss) Before Exceptional Items and Tax						(5,233.91)					(2,700.12)
Less: Exceptional Items		72.07				72.07					-
Profit / (Loss) before tax						(5,305.98)					(2,700.12)
Other Information											
Segment Assets	3,040.50	6,149.47	1,137.76	-	-	10,327.73	6,158.18	5,364.56	1,095.33	-	12,618.07
Unallocated Corporate Assets					5,331.57	5,331.57				6,103.21	6,103.21
Total Assets						15,659.30					18,721.28
Segment Liabilities	1,667.43	4,467.13	706.79	-	-	6,841.35	1,419.35	3,326.29	996.16	-	5,741.80
Unallocated Corporate Liabilities					14,002.04	14,002.04				13,256.94	13,256.94
Total Liabilities						20,843.39					18,998.74
Capital Expenditure (Including Fixed Assets written off)	28.08	70.82	7.74	-	-	106.64	4.26	165.16	22.94	-	192.36
Depreciation and Amortisation Expenses	12.20	10.60	11.26	-	-	34.06	9.99	7.64	7.82	-	25.45
Impairment on Goodwill on Consolidation	-	72.07	-	-	-	72.07	-	-	-	-	-
Non-cash expenditure other than Depreciation and Amortisation expenses and Impairment on Goodwill											
Segment Non-Cash Expenditure	5,362.63	2,317.76	17.56	-	2.12	7,700.07	6,088.34	1,305.11	0.35	-	7,393.80

Secondary Segment: Geographical Segment	REVENUE			ASSETS		
	Within India	Outside India	Total	Within India	Outside India	Total
March 31, 2016	10,930.63	1,534.59	12,465.22	15,080.34	578.96	15,659.30
March 31, 2015	11,745.72	2,050.07	13,795.79	17,429.76	1,291.52	18,721.28

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

34. Related Party Transactions

(a) Names of related parties and nature of relationship:

(i) **Ultimate Holding Company:**

The Walt Disney Company^

(ii) **Intermediate Holding Company:**

Disney Enterprises, Inc.^

(iii) **Immediate Holding Company:**

The Walt Disney Company (Southeast Asia) Pte Limited (TWDC)^

(iv) **Fellow Subsidiary Companies^:**

The Walt Disney Company (India) Private Limited
 United Home Entertainment Private Limited
 Disney Worldwide Services Inc.
 The Walt Disney Company (Asia Pacific) Ltd.
 Buena Vista International Inc.
 Walt Disney Pictures and Television
 Walt Disney Entertainment - Walt Disney World Resort
 Disney Destinations LLC
 The Walt Disney Co, UK
 American Broadcasting Companies Inc.
 Walt Disney Internet Group
 Lucas Film Limited LLC

(v) **Key Management Personnel :**

Whole-time Director
 Nimish Shah

^ All the Global and other entities under the common control of The Walt Disney Company which do not have any transactions with the Company during the year are not disclosed here.

(b) Transactions during the year with and outstanding balances of related parties referred to in item (a) (i) to (v) above:

	Holding Company/ Intermediate Holding Company/ Immediate Holding Company		Fellow Subsidiary Companies/ Common Control Entities	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Sales and Services				
- United Home Entertainment Private Limited			3.66	1.36
- The Walt Disney Company (India) Private Limited			1.99	18.29
- Buena Vista International Inc.			3.33	0.02
- Walt Disney Pictures and Television			-	0.45
Purchases				
- United Home Entertainment Private Limited			11.75	3.44
- Buena Vista International Inc.			594.66	144.09
- The Walt Disney Company (India) Private Limited			0.00	5.49
- Lucas Film Limited LLC			-	0.71
- The Walt Disney Company, UK			6.67	69.27
Distribution Cost				
- The Walt Disney Company (India) Private Limited			-	500.69
- United Home Entertainment Private Limited			289.88	224.14

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)*

	Holding Company/ Intermediate Holding Company/ Immediate Holding Company		Fellow Subsidiary Companies/ Common Control Entities	
	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Advertisement Cost				
- The Walt Disney Company (India) Private Limited			-	10.26
- United Home Entertainment Private Limited			0.71	18.79
Programming Cost				
- Buena Vista International Inc.			76.97	-
Royalties/License Fees				
- The Walt Disney Company (India) Private Limited			17.04	14.32
Purchase of Fixed Assets				
- The Walt Disney Company (India) Private Limited			-	28.98
Issue of Equity/Preference Shares (including Share Premium)				
- The Walt Disney Company (Southeast Asia) Pte Limited	520.00	2,499.00		
Interest Expense				
- United Home Entertainment Private Limited			64.03	43.23
- The Walt Disney Company (India) Private Limited			41.36	13.84
Expenses Paid on behalf of				
- The Walt Disney Company (Asia Pacific) Ltd.			-	0.18
- The Walt Disney Company (India) Private Limited			-	199.10
- United Home Entertainment Private Limited			125.47	115.54
Reimbursement of Expenses from				
- The Walt Disney Company			1.86	1.42
- The Walt Disney Company (India) Private Limited			15.13	-
Expenses Reimbursed to				
- The Walt Disney Company (India) Private Limited			-	5.64
- Walt Disney Entertainment - Walt Disney World Resort			-	0.76
- Buena Vista International Inc.			44.67	42.78
- The Walt Disney Co, UK			8.77	-
- The Walt Disney Company			14.45	4.34
- Walt Disney Pictures and Television			-	1.51
- The Walt Disney Company (Southeast Asia) Pte Limited	-	0.14	-	-
- Disney Destinations LLC			0.83	-
- The Walt Disney Company (Asia Pacific) Ltd.			1.61	0.62
- American Broadcasting Companies Inc.			0.24	-
Central Support Fees paid to				
- The Walt Disney Company (Asia Pacific) Ltd.			-	42.86
- The Walt Disney Company (Southeast Asia) Pte Limited			-	-
- The Walt Disney Company (India) Private Limited			813.78	269.80
- Walt Disney Internet Group			-	0.10
Central Support Fees recovered from				
- United Home Entertainment Private Limited			-	1.70
- The Walt Disney Company (India) Private Limited			-	6.90
Loans/Advances Given to				
- The Walt Disney Company (India) Private Limited			-	29.90
Loans/Advances Repaid by				
- The Walt Disney Company (India) Private Limited			29.90	-
Loans/Advances Received from				
- The Walt Disney Company (India) Private Limited			-	500.00
- United Home Entertainment Private Limited			80.00	750.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

	Holding Company/ Intermediate Holding Company/ Immediate Holding Company		Fellow Subsidiary Companies/ Common Control Entities	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Loans/Advances Repaid to				
- United Home Entertainment Private Limited			80.00	450.00
Bank Guarantee Issued on behalf of				
- The Walt Disney Company (India) Private Limited			23.02	20.48
Accrual for Equity share based compensation				
- The Walt Disney Company	12.41	8.21		
Outstanding Bank Guarantee Issued on behalf of				
- The Walt Disney Company (India) Private Limited			23.02	20.48
Outstanding Corporate Guarantee taken from				
- Disney Enterprises, Inc.	16,850.00	16,850.00		
Outstanding Balance				
- Net Payable to				
- The Walt Disney Company (India) Private Limited			1,380.80	1,074.82
- United Home Entertainment Private Limited			762.57	767.03
- Disney Worldwide Services Inc.			-	1.35
- The Walt Disney Company (Asia Pacific) Ltd.			-	120.96
- The Walt Disney Company			50.46	30.57
- Buena Vista International Inc.			610.01	280.91
- Walt Disney Entertainment - Walt Disney World Resort			-	0.58
- Walt Disney Pictures and Television			-	1.57
- Disney Destinations LLC			0.88	-
- Lucas Film Limited LLC			0.61	0.61
- American Broadcasting Companies Inc.			0.19	-
- The Walt Disney Company, UK			6.43	65.64
- Walt Disney Internet Group			0.10	0.10
Accrual for Equity share based compensation				
- The Walt Disney Company	29.09	20.87		
- Net Receivable from				
(excluding Share Application Money)				
- The Walt Disney Company (India) Private Limited			-	1.30
- The Walt Disney Company (Asia Pacific) Ltd.			7.64	-

35. Leases

Operating Lease [Refer Note 2(o)] :

The Company's significant leasing arrangements are mainly in respect of office premises which are cancellable in nature. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses" in Note 30. These leasing arrangements are for a period not exceeding 3 years and are in most cases renewable by mutual consent, on mutually agreeable terms. Future lease rentals payable are as follows:

	Year ended March 31, 2016	Year ended March 31, 2015
With respect to all operating leases:		
Lease payments recognised in the Statement of Profit and Loss during the year	21.24	53.03
With respect to non-cancellable operating leases, the future minimum lease payments are as follows:		
Not later than one year	-	22.85
Later than one year and not later than five years	-	-
Later than five years	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

36. Scheme of Amalgamation

- a) The Board of Directors of the Company at its meeting held on December 22, 2015 has approved a Scheme of Amalgamation ('the Scheme') for the merger of The Walt Disney Company (India) Private Limited and Indiagames Limited with the Company w.e.f. April 1, 2015 ('the appointed date') in terms of the provisions of Sections 391 to 394 of the Companies Act, 1956 read with other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013. Further the Company has filed an application for sanctioning the Scheme of Arrangement and Amalgamation with the Hon'ble High Court of Judicature at Mumbai. The Scheme will be effective upon obtaining requisite approvals *inter alia*, approval of shareholders and other regulatory approvals.
- b) The Board of Directors of the Disney Broadcasting (India) Limited ("Subsidiary Company") at its meeting held on December 22, 2015 has approved a Scheme of Amalgamation ('the Scheme') for the amalgamation of Disney Broadcasting (India) Limited and United Home Entertainment Private Limited with the Subsidiary Company w.e.f. April 1, 2015 ('the appointed date') in terms of the provisions of Sections 391 to 394 of the Companies Act, 1956 read with other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013. Further the Subsidiary Company has filed an application for sanctioning the Scheme of Arrangement and Amalgamation with the Hon'ble High Court of Judicature at Mumbai. The Scheme will be effective upon obtaining requisite approvals *inter alia*, approval of shareholders and other regulatory approvals.
- c) Pursuant to the Scheme of Amalgamation between the Company and its subsidiary, UTV New Media Limited ('UNML') sanctioned by the order of the Hon'ble Bombay High Court dated July 3, 2015 (the 'Scheme'); all assets, liabilities and reserves of these subsidiaries were transferred and vested in the Company with effect from the appointed date of April 1, 2014. The Scheme had accordingly been given effect to in the financial statements as of and for the year ended March 31, 2015. UNML was in the business of digital media.

The amalgamation had been accounted for under the 'Pooling of Interests' method as prescribed by Accounting Standard 14 on 'Accounting for Amalgamations' in the standalone financial statements.

37. In the year 2012-13, the Group had invested ₹ 13 million in joint venture of Indiacast UTV Media Distribution Private Limited for distribution of television channels. As a consequence of changes in TRAI regulation in February 2014, management of the Group has decided to curtail operation of joint venture company and undertook review of its investments. Accordingly the Group has recognised provision of ₹ 12.61 million for other than temporary diminution in value of investments in the year 2013-14. In the previous year, the Group has sold the investments.
38. As at March 31, 2016, the net-worth of the Company has been eroded, mainly due to significant losses incurred during the year. Considering the future business plans of the Company, the intended capital infusion and based on the letter of support from the holding company, these financial statements have been prepared on the going concern basis.
39. The previous year's figures have been reclassified, wherever considered necessary, to confirm to current year's classification.

The notes are an integral part of these consolidated financial statements.

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration No. 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Uday Shah
Partner
Membership No. 046061

Sujit Vaidya
Director
DIN: 03287161

Nimish Shah
Whole-time Director
DIN: 05250183

Vishwas Joshi
CFO

Puneet Juneja
Company Secretary
Mem. No.: A17151

Place: Mumbai
Date: August 29, 2016

Place: Mumbai
Date: August 29, 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UTV SOFTWARE COMMUNICATIONS LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **UTV Software Communications Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. 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 to 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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 auditors' judgement, 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. 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. 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 March 31, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of Section 143 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 B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements – Refer Notes 6 and 22 to the standalone Financial Statements.
 - ii. The Company has long-term contracts as at March 31, 2016 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2016.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For **Price Waterhouse & Co. Bangalore, LLP**
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Sd/-
Uday Shah
Partner

Membership Number: 046061

Mumbai
August 29, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of UTV Software Communications Limited on the standalone financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of UTV Software Communications Limited ("the Company") as of March 31, 2016 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

2. 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 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.

Auditors' Responsibility

3. 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") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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.
4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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

6. 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

7. 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

8. 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 March 31, 2016, 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 issued by the Institute of Chartered Accountants of India.

Mumbai
August 29, 2016

For **Price Waterhouse & Co. Bangalore, LLP**
Firm Registration Number: 007567S/S-200012
Chartered Accountants
Sd/-
Uday Shah
Partner
Membership Number: 046061

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of UTV Software Communications Limited on the standalone financial statements as of and for the year ended March 31, 2016

- i.
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
 - (c) The title deed of immovable property, as disclosed in Note 11 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The inventory of completed/acquired movie copyrights has been verified by the Management during the year, with reference to title documents/agreements. In our opinion, the frequency of verification is reasonable.
- iii. The Company had granted unsecured loans to two companies covered in the register maintained under Section 189 of the Act, which has been repaid during the year. The Company has not granted any unsecured loans to firms or other parties covered in the register maintained under Section 189 of the Act.
 - (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
 - (b) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Except for an amount aggregating ₹ 91.62 million, the parties had repaid the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
 - (c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act, 2013. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii.
 - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of service tax, tax deducted at source and provident fund, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, income tax, duty of customs, profession tax, value added tax, and other material statutory dues, as applicable, with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service-tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax and value added tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Tax Deducted at Source	1.99	Assessment Years 2008-09 to 2011-12	Income Tax Officer (TDS)
Income Tax Act, 1961	Income tax	66.56	Assessment Year 2009-10	Income Tax officer
Income Tax Act, 1961	Income tax	20.32	Assessment Year 2011-12 and 2012-13	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	0.02	Assessment Year 2010-11	Income Tax Officer
Bombay Sales Tax Act, 1959	Sales Tax	27.49	Financial Years 2003-04 and 2004-05	Maharashtra Sales Tax Tribunal
Bombay Sales Tax Act, 1959	Sales Tax	1.61	Financial Years 2001-02 and 2004-05	Dy. Commissioner of Sales Tax (Appeals) III
Bombay Sales Tax Act, 1959	Sales Tax	0.74	Financial Year 2008-09	Dy. Commissioner of Sales Tax (Appeals) III
Maharashtra Lease Tax Act, 1985/ Bombay Sales Tax Act, 1959	Lease Tax	106.29	Financial Years 2000-01 to 2004-05	Dy. Commissioner of Sales Tax (Appeals) III
Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	2.12	Financial Years 2008-09 and 2013-14	Addl. Commissioner of Sales Tax (Appeals) V

- 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 any banks. Further the Company does not have any loans or borrowings from Government, nor has it issued any debentures as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- 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 we been informed of any such case by the Management.
- xi. The Company has not paid any managerial remuneration during the year. Therefore, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has made a preferential allotment of shares during the year under review, in compliance with the requirements of Section 42 of the Act. The amounts raised have been used for the purpose for which funds were raised.
- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Mumbai
August 29, 2016

Uday Shah
Partner
Membership Number: 046061

BALANCE SHEET as at March 31, 2016

(All amounts in ₹ million, unless otherwise stated)

	Note	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	3,027.37	3,015.64
Reserves and Surplus	4	(8,312.52)	1,670.92
		(5,285.15)	4,686.56
Non-current Liabilities			
Long-term Borrowings	5	10,100.00	500.00
Long-term Provisions	6	15.61	19.86
		10,115.61	519.86
Current Liabilities			
Short-term Borrowings	7	3,818.73	4,158.07
Trade Payables			
Total outstanding dues of Micro Enterprises and Small Enterprises	8	0.13	0.13
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		1,258.67	1,378.52
		1,258.80	1,378.65
Other Current Liabilities	9	267.65	8,539.00
Short-term Provisions	10	10.65	10.98
		5,355.83	14,086.70
Total		10,186.29	19,293.12
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	11	27.17	4.39
Intangible Assets	12	9.48	16.61
		36.65	21.00
Non-current Investments	13	6,357.67	11,069.73
Deferred Tax Assets (Net)	14	-	-
Long-term Loans and Advances	15	1,141.92	1,057.05
Other Non-current Assets	16	1.40	1.40
		7,537.64	12,149.18
Current Assets			
Inventories	17	1,920.51	4,326.82
Trade Receivables	18	217.16	662.40
Cash and Bank balances	19	46.19	116.15
Short-term Loans and Advances	20	387.25	1,961.03
Other Current Assets	21	77.54	77.54
		2,648.65	7,143.94
Total		10,186.29	19,293.12

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

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

 For **Price Waterhouse & Co Bangalore LLP**
 Firm Registration No.: 007567S/S-200012
 Chartered Accountants

For and on behalf of the Board of Directors

Uday Shah
 Partner
 Membership No. 046061

Sujit Vaidya
 Director
 DIN: 03287161

Nimish Shah
 Whole-time Director
 DIN: 05250183

Vishwas Joshi
 CFO
 Place: Mumbai
 Date: August 29, 2016

Puneet Juneja
 Company Secretary
 Mem. No.: A17151

 Place: Mumbai
 Date: August 29, 2016

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2016*(All amounts in ₹ million, unless otherwise stated)*

	Note	Year ended March 31, 2016	Year ended March 31, 2015
REVENUE			
Revenue from Operations	24	3,995.18	7,274.54
Other Income	25	333.80	196.60
Total Revenue		4,328.98	7,471.14
EXPENSES			
Direct Costs	26	6,262.24	8,115.08
Employee Benefit Expenses	27	301.61	220.98
Finance Costs	28	1,254.66	1,315.05
Depreciation and Amortisation Expenses	29	12.22	10.58
Other Expenses	30	1,371.68	795.44
Total Expenses		9,202.41	10,457.13
Loss before Exceptional Items and Tax		(4,873.43)	(2,985.99)
Exceptional Items	31	5,618.27	-
Loss before tax		(10,491.70)	(2,985.99)
Tax Expense			
Tax Provision pertaining to earlier years		-	9.72
Minimum Alternative Tax credit entitlement written off		-	9.45
Loss for the year		(10,491.70)	(3,005.16)
Earning/(Loss) per Equity Share:	35		
[Nominal Value per share: ₹ 10 (2015: ₹ 10)]			
Basic (in Rupees)		(202.85)	(58.17)
Diluted (in Rupees)		(202.85)	(58.17)

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

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

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration No.: 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Uday Shah
Partner
Membership No. 046061

Sujit Vaidya
Director
DIN: 03287161

Nimish Shah
Whole-time Director
DIN: 05250183

Vishwas Joshi
CFO

Puneet Juneja
Company Secretary
Mem. No.: A17151

Place: Mumbai
Date: August 29, 2016

Place: Mumbai
Date: August 29, 2016

CASH FLOW STATEMENT for the year ended March 31, 2016*(All amounts in ₹ million, unless otherwise stated)*

	Year ended March 31, 2016	Year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	(10,491.70)	(2,985.99)
Adjustments for:		
Depreciation and Amortisation Expenses	12.22	10.58
Interest Income	(48.10)	(63.10)
Finance Costs	1,254.66	1,315.05
Amortisation of movie costs	4,437.31	5,989.06
Provision for doubtful debts/(written back)	(326.96)	255.29
Provision for diminution in the value of investments	5,618.27	0.46
Provision for doubtful loans and advances/(written back)	760.41	(132.14)
Bad debts written off	88.40	2.07
Liabilities no longer required written back	(44.87)	-
Provision for Contingencies	(6.35)	-
Unrealised foreign exchange gain	(2.06)	(5.91)
Operating profit/(loss) before working capital changes	1,251.23	4,385.37
Adjustments for:		
Increase/(Decrease) in trade payables	(74.90)	411.86
Increase/(Decrease) in other current/non-current liabilities	(69.44)	(367.28)
(Increase)/Decrease in trade receivables	685.80	(16.50)
(Increase)/Decrease in inventories	(2,031.00)	(4,361.49)
(Increase)/Decrease in short-term loans and advances	364.13	264.04
(Increase)/Decrease in long-term loans and advances	(8.88)	945.56
Cash generated from/(used in) operations	116.94	1,261.56
Taxes paid (net of refunds)	(76.02)	(178.38)
Net cash generated from/(used in) Operating Activities	40.92	1,083.18
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible/intangible assets	(27.87)	(4.26)
Investment/ Share Application Money in Subsidiaries	(906.21)	(1,480.00)
Repayment of loan given to related parties (net)	447.16	-
Term Deposits with maturity more than 3 months	17.84	(17.50)
Interest received	50.18	62.89
Net cash from/(used in) Investing Activities	(418.90)	(1,438.87)

CASH FLOW STATEMENT for the year ended March 31, 2016*(All amounts in ₹ million, unless otherwise stated)*

	Year ended March 31, 2016	Year ended March 31, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares/preference share	520.00	2,499.00
Borrowing/(Repayment) of Long-Term Loan (Net)	1,350.00	500.00
Borrowing/(Repayment) of Short-Term Loan (Net)	(339.34)	(1,374.36)
Interest and other finance costs	(1,204.80)	(1,348.85)
Net cash from/(used in) Financing Activities	325.86	275.79
Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)	(52.12)	(79.90)
Cash and cash equivalents at the beginning of the year	98.00	80.27
Cash and cash equivalents taken over on at April 1, 201 (Refer Note 2 below)	-	97.63
Cash and cash equivalents at the end of the year	45.88	98.00
	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents comprise of:		
Cash on hand	0.95	0.70
Balances with Banks	44.93	97.30
Total	45.88	98.00

Notes:

1. The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard- 3 on Cash Flow Statements.
2. During the previous year, cash and cash equivalents of ₹ 97.63 million of erstwhile subsidiary company had been added on amalgamation and opening balances of other Balance Sheet items of erstwhile subsidiary company had been added in respective line items of above cash flow due to amalgamation (Refer Note 40).
3. Previous year comparatives have been reclassified to conform with the current year's presentation, wherever applicable.

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

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration No.: 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Uday Shah
Partner
Membership No. 046061

Sujit Vaidya
Director
DIN: 03287161

Nimish Shah
Whole-time Director
DIN: 05250183

Vishwas Joshi
CFO

Puneet Juneja
Company Secretary
Mem. No.: A17151

Place: Mumbai
Date: August 29, 2016

Place: Mumbai
Date: August 29, 2016

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

1. General Information

UTV Software Communications Limited (the 'Company') was incorporated under the laws of India on June 22, 1990 in Mumbai under the Companies Act, 1956. The Company was listed with National Stock Exchange and Bombay Stock Exchange upto March 16, 2012 and has been delisted pursuant to take over by The Walt Disney Company (Southeast Asia) Pte Limited. The Company is primarily engaged in the business of Film Distribution, Film (including Animation) Production, Mobile Value Added Services and Content Development and Distribution.

2. Summary of significant accounting policies

a) Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.

Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of business and the time between the acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 24 months for movie division and 12 months for all other divisions, for the purpose of current or non-current classification of assets and liabilities.

b) Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation is provided on straight line method over the estimated useful lives of tangible assets based on internal technical evaluation and as prescribed under Schedule II of the Companies Act, 2013. On additions, depreciation is provided for the full month irrespective of the date of addition during the month. On assets discarded, demolished or destroyed during the month, depreciation is calculated upto the month of such deletions. The useful lives for tangible assets used are:

Assets	Useful Life (in years)
Computer Hardware	3
Office Equipments	5

c) Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. On additions, amortisation is provided for the full month irrespective of the date of addition during the month. On assets retired or disposed off during the month, amortisation is calculated upto the month of such deletions.

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

Assets	Useful Life (in years)
Computer Software	3

d) Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

e) *Impairment*

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An Asset of CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

f) *Investments*

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

g) *Inventories*

- (i) Inventories is valued at lower of Cost and Net Realisable Value.
- (ii) Raw Stock is stated at lower of Cost and Net Realisable Value. Cost of raw stock is determined on First in First Out (FIFO) basis.
- (iii) Acquired rights pertaining to movies, animation and other content, are amortised on the exploitation of such rights based on the management estimates of revenue potential.
- (iv) Cost of completed/acquired movies is amortised over the movie life cycle based upon the ratio of the current period's revenues to the estimated remaining total revenues (Ultimate Revenues) for each movie. If estimate of Ultimate Revenues decreases, amortisation of movie cost is accelerated. Conversely, if estimates of Ultimate Revenues increases, movie cost amortisation is decelerated. Ultimate Revenues include revenues from all sources that will be earned over a period not to exceed ten years from the date of the first theatrical release.
- (v) Movies under Production are stated at cost. Cost comprises of material cost, cost of services and other expenses. Costs get accumulated till the first theatrical release of the movie.
- (vi) The Company evaluates the realisable value and/or revenue potential of inventories on an annual basis and appropriate write down is made in cases where accelerated write down is warranted.

h) *Foreign Currency Translations*

The transactions in foreign exchange are accounted at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities as at the Balance Sheet date are translated at the rate of exchange prevailing at the date of the Balance Sheet.

Non-monetary foreign currency items are carried at cost. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

i) *Revenue recognition*

- (i) Revenues from licensing and distribution of movies are recognised in accordance with the licensing and distribution agreement or on delivery of the movies, whichever is later.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

- (ii) Revenues on sale/licensing of television programmes and dubbing are recognised on delivery. The amount recognised is at the predetermined price, the collection of which is reasonably assured.
 - (iii) Revenues from sale of airtime (net of trade discount, as applicable) are recognised when the related advertisements or commercials appears before the public, i.e. on telecast.
 - (iv) Revenues from sales/licensing of Interactive Media Content are recognised in accordance with the licensing agreement.
- j) *Other Income*
- (i) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
 - (ii) Dividend is recognised when the right to receive the dividend is established.
- k) *Employee Benefits*
- Defined Contribution Plan: The Company contributes on a defined contribution basis to Employees' Provident Fund, Employees' Pension Scheme and Employees' State Insurance Commission towards post employment benefits, all of which are administered by the respective Government authorities, and has no further obligation beyond making its contribution, which is expensed in the year to which it pertains.
- Defined Benefit Plan: The Company has a Defined Benefit Plan namely Gratuity (the "Gratuity Plan") for all its employees, which is funded. The Company provides for gratuity covering eligible employees in accordance with the Gratuity Scheme. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise. The fund is recognised by the Income tax authorities and administered through appropriate authorities/insurers.
- Compensated Absences: Accumulated compensated absences, which are expected to be availed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional liability of the Company as a result of the unused entitlement as at the year end.
- Accumulated compensated absences, which are expected to be availed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.
- l) *Current and Deferred Tax*
- Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.
- Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are not recognised in case there is unabsorbed depreciation or carry forward of losses under tax laws, unless there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.
- Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.
- Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

m) *Provisions and Contingent Liabilities*

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

n) *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the periods in which the results are known/materialize.

o) *Leases*

Lease rentals in respect of assets taken on Operating Lease are charged to the Statement of Profit and Loss on systematic basis which is more representative of the time pattern of the user's benefit.

p) *Cash and Cash Equivalents*

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

q) *Earnings Per Share*

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity 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 for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

3. Share Capital

	As at March 31, 2016	As at March 31, 2015
Authorised:		
Equity Shares		
139,147,900 (March 31, 2015: 106,966,900) equity shares of ₹ 10 each	1,391.48	1,069.67
Preference Shares		
7,333,500 (March 31, 2015: 7,333,500) Compulsory Convertible Preference Shares of ₹ 1,500 each	11,000.25	11,000.25
Issued, Subscribed and Paid-up:		
Equity Shares		
52,837,473 (March 31, 2015: 51,663,659) equity shares of ₹ 10 each, fully paid-up	528.37	516.64
Preference Shares		
1,666,000 (March 31, 2015: 1,666,000) 9% Non-Cumulative Compulsory Convertible Preference Shares of ₹ 1,500 each, fully paid-up	2,499.00	2,499.00
Total	3,027.37	3,015.64

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:
(i) Equity Shares:

	As at March 31, 2016		As at March 31, 2015	
	Numbers	Amount	Numbers	Amount
Balance as at the Beginning of the year	51,663,659	516.64	51,663,659	516.64
Add: Shares Issued during the year to The Walt Disney Company (Southeast Asia) Pte. Limited, Holding Company	1,173,814	11.73	-	-
Balance as at the end of the year	52,837,473	528.37	51,663,659	516.64

(ii) Preference Shares

	As at March 31, 2016		As at March 31, 2015	
	Numbers	Amount	Numbers	Amount
Balance as at the Beginning of the year	1,666,000	2,499.00	-	-
Add: Shares Issued during the year to The Walt Disney Company (Southeast Asia) Pte. Limited, the holding company	-	-	1,666,000	2,499.00
Balance as at the end of the year	1,666,000	2,499.00	1,666,000	2,499.00

Notes:

- During the current year, the Company has allotted 1,173,814 Equity Shares of ₹ 10 each at a premium of ₹ 433 per share to The Walt Disney Company (Southeast Asia) Pte. Limited, the holding company.
- During the previous year, the Company had allotted 1,666,000 9% Non-Cumulative Compulsorily Convertible Preference Shares to The Walt Disney Company (Southeast Asia) Pte. Limited, the holding company at ₹ 1,500 per share.

(b) Rights, preferences and restrictions attached to shares:
Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Preference Shares

Pursuant to the resolution passed by the Board of Directors at its meeting held on November 3, 2015, the date of conversion of 9% Non-Cumulative Compulsorily Convertible Preference Shares into Equity shares of face value ₹ 1,500 per share with premium has been changed to December 31, 2016, from the earlier date of September 30, 2015.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***(c) Details of shares held by the Holding Company**

	As at March 31, 2016		As at March 31, 2015	
	Numbers	Amount	Numbers	Amount
Equity Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited	52,680,473	526.80	51,506,659	515.07
Preference Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited	1,666,000	2,499.00	1,666,000	2,499.00

(d) Details of shares held by the shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2016		As at March 31, 2015	
	Numbers	Amount	Numbers	Amount
Equity Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited, the Holding Company	52,680,473	526.80	51,506,659	515.07
	(99.70%)		(99.70%)	
Preference Shares:				
The Walt Disney Company (Southeast Asia) Pte. Limited, the Holding Company	1,666,000	2,499.00	1,666,000	2,499.00
	(100.00%)		(100.00%)	

(e) Authorised Share Capital*Equity Shares*

During the current year, the authorised share capital of ₹ 1,069.67 million comprising of 106,966,900 equity shares of ₹ 10 each has been increased to ₹ 1,391.48 million comprising of 139,147,900 equity shares of ₹ 10 each, pursuant to the Scheme of Amalgamation between the Company and its subsidiary UTV New Media Limited sanctioned by the order of the Hon'ble Bombay High Court dated July 3, 2015 (Refer Note 40).

4. Reserves and Surplus

	As at March 31, 2016	As at March 31, 2015
Capital Reserve	390.98	390.98
Securities Premium Account		
Balance as at the beginning of the year	12,074.49	12,074.49
Add: Amounts received pursuant to issue of 1,173,814 (March 31 2015: Nil) equity shares of ₹ 10 each [Also refer Note 3 (a)]	508.26	-
Balance as at the end of the year	12,582.75	12,074.49
Business Restructuring Reserve [Refer Note below]	1,500.00	1,500.00
General Reserve	4,253.27	4,253.27
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	(16,547.82)	(13,352.90)
Add: Loss for the year	(10,491.70)	(3,005.16)
Less: Reserve arising on account of Amalgamation (Refer Note 39)	-	(189.76)
Balance as at the end of the year	(27,039.52)	(16,547.82)
Total	(8,312.52)	1,670.92

Note:

Pursuant to the Scheme of Arrangement under Sections 391 to 394 (read with Section 78 and Sections 100 to 103) and other applicable provisions of the Companies Act, 1956, sanctioned by the Honourable Bombay High Court during the Financial Year 2009-10, Business Restructuring Reserve has been created by transferring balance standing to the credit of Securities Premium Account for adjustment of certain expenses and inventory as prescribed therein.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***5. Long-term Borrowings**

	As at March 31, 2016	As at March 31, 2015
Unsecured Term Loans:		
From Banks (Refer Note 9)	9,600.00	-
From a Related Party	500.00	500.00
Total	10,100.00	500.00

Nature of Guarantee and terms of repayment for unsecured borrowings**(a) Nature of Guarantee:**

Term Loan from Banks are supported by the letter of guarantee from Disney Enterprises, Inc.

(b) Terms of Repayment:

- (i) Loan from Banks are repayable after 5 years from the original drawdown date. Interest rates on above borrowings are linked to Base Rate plus 0 to 25 basis points.
- (ii) Loan from a Related Party is repayable on or before November 26, 2017. Interest rate on the said borrowing is 8.25% p.a.

6. Long-term Provisions

	As at March 31, 2016	As at March 31, 2015
Provision for Employee Benefits (Refer Note 2(k) and Note 27):		
Provision for Gratuity	10.00	6.23
Provision for Compensated Absences	3.99	5.66
Provision for Contingencies [Refer Notes (a) and (b) below]	1.62	7.97
Total	15.61	19.86

- (a) Provision with respect to Customs Duty on advance license made in accordance with the Company's policy stated in Note 2 (m):

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Opening Balance	6.35	6.35
Add: Additional provision made during the year	-	-
Less: Amounts used	-	-
Less: Provision Reversed	(6.35)	-
Closing Balance	-	6.35

The timing and the amount of cash outflows, if any, that may arise from the above matters will be determined only in future.

- (b) Provision with respect to Sales Tax payable for the financial years 2001-02 to 2004-05 in accordance with the Company's policy stated in Note 2 (m):

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Opening Balance	1.62	1.62
Add: Additional provision made during the year	-	-
Less: Amounts used	-	-
Less: Provision Reversed	-	-
Closing Balance	1.62	1.62

The timing and the amount of cash outflows, if any, that may arise from the above matters will be determined only in future.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***7. Short-term Borrowings**

	As at March 31, 2016	As at March 31, 2015
<i>Unsecured:</i>		
From Banks [Refer Note below]		
- Working Capital Loans	3,500.00	3,980.00
- Cash Credits	318.73	178.07
Total	3,818.73	4,158.07

Note:

Loan from Banks aggregating ₹ 3,818.73 million (March 31, 2015: ₹ 4,158.07 million), are supported by the guarantee from Disney Enterprises, Inc.

8. Trade Payables

	As at March 31, 2016	As at March 31, 2015
Total outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 39)	0.13	0.13
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	1,258.67	1,378.52
Total	1,258.80	1,378.65

9. Other Current Liabilities

	As at March 31, 2016	As at March 31, 2015
Current maturities of long-term debt from Banks (Refer Note 5)	-	8,250.00
Security Deposits from Distributors	1.22	1.22
Advance Billing to Customers	17.46	28.86
Advances from Customers	81.34	136.61
Unpaid Dividend [Refer Note below]	-	0.05
Interest accrued but not due on borrowings	83.20	33.34
Employee Benefits Payable	21.42	31.52
Statutory dues (including Provident Fund and Tax Deducted at Source)	63.01	57.40
Total	267.65	8,539.00

Note:

There are no amounts due for payment to Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

10. Short-term Provisions

	As at March 31, 2016	As at March 31, 2015
Provision for Employee Benefits: (Refer Note 2(k) and Note 27)		
Provision for Compensated Absences	0.77	1.57
Provision for Gratuity	9.77	9.30
Provision for Wealth Tax (Net of Advances)	0.11	0.11
Total	10.65	10.98

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

11. Tangible Assets

[Refer Notes 2 (b), 2 (d), 2 (e) and 40]

Particulars	Gross Block			Depreciation			Net Block		
	April 1, 2015	Addition as per Scheme of Amalgamation	Disposals	March 31, 2016	April 1, 2015	Addition as per Scheme of Amalgamation	Disposals	March 31, 2016	March 31, 2015
Freehold Land	0.70	-	-	0.70	-	-	-	0.70	0.70
Computers	5.49	27.87	-	33.36	1.95	5.05	-	26.36	3.54
Office Equipments	1.05	-	-	1.05	0.90	0.04	-	0.11	0.15
Total	7.24	27.87	-	35.11	2.85	5.09	-	27.17	4.39
March 31, 2015	10.21	0.15	4.26	7.24	7.81	0.04	7.38	2.85	2.40

12. Intangible Assets

[Refer Notes 2 (c), 2 (d), 2 (e) and 40]

Particulars	Gross Block			Amortisation			Net Block		
	April 1, 2015	Addition as per Scheme of Amalgamation	Disposals	March 31, 2016	April 1, 2015	Addition as per Scheme of Amalgamation	Disposals	March 31, 2016	March 31, 2015
Computer Software	27.05	-	-	27.05	10.44	-	-	17.57	16.61
Total	27.05	-	-	27.05	10.44	-	-	17.57	16.61
March 31, 2015	33.03	-	-	27.05	8.22	-	5.98	10.44	24.81

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***13. Non-current Investments**

[Refer Note 2 (f)]

	As at March 31, 2016	<i>As at March 31, 2015</i>
Trade Investments (valued at cost)		
Long Term, Unquoted equity instruments		
<i>Investment in subsidiaries:</i>		
33,910,000 equity shares (March 31, 2015: 33,910,000) of GBP 1 each held in IG Interactive Entertainment Limited [Net of provision for other than temporary diminution aggregating to ₹ 2,969.62 million (March 31, 2015: ₹ 2,969.62 million)] [Refer Note (a) below]	-	-
585,000 equity shares (March 31, 2015: 5,000) of USD 10 each held in UTV Communications (USA) LLC [Net of provision for other than temporary diminution aggregating to ₹ 321.52 million (March 31, 2015: ₹ Nil)] [Refer Note (b) below and Note 31(b)]	69.70	2.27
12,000,000 equity shares (March 31, 2015: 12,000,000) of USD 1 each held in UTV Games Limited [Net of provision for other than temporary diminution aggregating to ₹ 570.27 million (March 31, 2015: ₹ 570.27 million)] [Refer Note (a) below]	-	-
2,666,459 equity shares (March 31, 2015: 2,587,657) of ₹ 10 each held in Disney Entertainment (India) Limited [Net of provision for other than temporary diminution aggregating to ₹ 5,296.75 million (March 31, 2015: ₹ Nil)] [Refer Note (c) below]	5,762.65	10,542.14
639,986 equity shares (March 31, 2015: 639,986) of ₹ 10 each held in Indiagames Limited	259.19	259.19
<i>Unquoted preference instruments</i>		
<i>Investment in subsidiaries:</i>		
45,423,665 preference shares (March 31, 2015: 45,423,665) of GBP 1 each held in IG Interactive Entertainment Limited [Net of provision for other than temporary diminution aggregating to ₹ 3,280.62 million (March 31, 2015: ₹ 3,280.62 million)] [Refer Note (a) below]	266.08	266.08
12,718,000 preference shares (March 31, 2015: 12,718,000) of USD 1 each held in UTV Games Limited [Net of provision for other than temporary diminution aggregating to ₹ 584.88 million (March 31, 2015: ₹ 584.88 million)] [Refer Note (a) below]	-	-
Non Trade Investments (valued at cost)		
<i>Unquoted equity instruments</i>		
<i>Investment in Others:</i>		
600,000 equity shares (March 31, 2015: 600,000) of ₹ 10 each held in United Teleshopping and Marketing Company Limited	*	*
352,000 equity shares (March 31, 2015: 352,000) of USD .001 each held in Homland Network Corporation	0.01	0.01
<i>Quoted equity instruments</i>		
<i>Investment in Others:</i>		
62,500 equity shares (March 31, 2015: 62,500) of ₹ 2 each held in Radaan Mediaworks India Limited [Net of provision for other than temporary diminution aggregating to ₹ 0.46 million (March 31, 2014: ₹ 0.46 million)]	0.04	0.04
<i>Unquoted preference instruments</i>		
<i>Investment in Others:</i>		
125,000 preference shares (March 31, 2015: 125,000) of USD .001 each held in Homland Network Corporation	*	*
Total	6,357.67	11,069.73

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

13. Non-current Investments (Contd..)

[Refer Note 2 (f)]

	As at March 31, 2016	As at March 31, 2015
* Amount is below the rounding off norm adopted by the Company.		
Aggregate amount of quoted investments (Gross)	0.50	0.50
Market Value of quoted investments	0.11	0.04
Aggregate amount of unquoted investments (Gross)	19,381.28	18,475.08
Aggregate provision for diminution in value of investments	13,024.12	7,405.85

Notes:

- The Company has made applications to Reserve Bank of India for writing off certain investments advanced by UTV Software Communications Limited in IG Interactive Entertainment Limited. During the current year, the Company has received 'No objection' letter dated June 05, 2015 from Reserve Bank of India for disinvesting its entire stake in its wholly owned subsidiary, UTV Games Limited. The Company is in the process of carrying out formalities for liquidation of UTV Games Limited. Pending disinvestment of its stake in UTV Games Limited, the Company has not written off its investment.
- During the year, UTV Communications (USA) LLC issued 580,000 equity shares of USD 10 each to the Company.
- During the year, Disney Entertainment (India) Limited issued 78,802 equity shares of ₹ 10 each to the Company at the average security premium of ₹ 6,554 each.

14. Deferred Tax Assets (Net)

[Refer Note 2 (l)]

	As at March 31, 2016	As at March 31, 2015
Deferred Tax Assets		
Depreciation on Fixed Assets	3.93	9.97
Provision for Doubtful Debts	21.56	134.71
Provision for Doubtful Advances	262.29	107.30
Provision for Employee Benefits	8.49	7.88
Expenses disallowed under Section 35DD allowable in later years	0.69	0.93
	296.96	260.79
Deferred Tax Liabilities		
Inventory Amortisation	296.96	260.79
	296.96	260.79
Total	-	-

Note:

Considering the virtual uncertainty, the recognition of Deferred Tax Assets is restricted to the extent of Deferred Tax Liabilities.

15. Long-term Loans and Advances

	As at March 31, 2016	As at March 31, 2015
<i>Unsecured, considered good (unless otherwise stated):</i>		
Loans and advances to related parties (Refer Note 37)		
Considered doubtful [Refer Note below]	20.33	111.95
Less: Provision for doubtful loans and advances	(20.33)	(111.95)
Security Deposit	-	0.40
Share Application Money Pending Allotment [Refer Note 31(a)]		
Considered doubtful	-	438.71
Less : Provision for doubtful advance/ Share Application Money	-	(438.71)
Advance Income Tax [Net of provision of ₹ 491.61 million (March 31, 2015: ₹ 491.81 million)]	1,126.52	1,050.30
Balance with Government Authorities	15.40	6.35
Total	1,141.92	1,057.05

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***Note:**

This amount pertains to interest free loans of ₹ 20.33 million given to UTV Games Limited, subsidiary of the Company, for its working capital requirement. Considering significant accumulated losses of the subsidiary, provision was created towards doubtful recovery of this loan. During the year, ₹ 91.62 million given to UTV Communications (USA) LLC were received back and provision for doubtful loans and advances created in the previous years has been reversed.

16. Other Non Current assets

	As at March 31, 2016	As at March 31, 2015
Long term deposits with banks with maturity period more than 12 months [Refer Note below]	1.40	1.40
Total	1.40	1.40

Note:

Fixed Deposits amounting to ₹ 1.30 million (March 31, 2015: ₹ 1.30 million) are provided as security against various bank guarantees given and Fixed Deposits amounting to ₹ 0.10 million (March 31, 2015: ₹ 0.10 million) is provided as security to the Sales Tax Authorities, Delhi.

17. Inventories

[Refer Note 2 (g)]

	As at March 31, 2016	As at March 31, 2015
Raw Stocks - Tapes and Films	-	1.47
Unamortized cost of Completed/Acquired Movie Copyrights	858.07	753.56
Movies Under Production	1,062.44	3,571.79
Total	1,920.51	4,326.82

18. Trade Receivables

	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	2.93	119.58
Outstanding for a period less than 6 months from the date they are due for payment	214.22	542.82
Unsecured, considered doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	59.93	387.47
Outstanding for a period less than 6 months from the date they are due for payment	2.37	1.78
	279.45	1,051.65
Less: Provision for doubtful debts	62.29	389.25
Total	217.16	662.40

19. Cash and Bank Balances

	As at March 31, 2016	As at March 31, 2015
Cash and Cash equivalents		
Cash on hand	0.95	0.70
Bank balances		
- Current Accounts	44.93	29.70
- Deposits with less than 3 months maturity	-	67.60
	45.88	98.00
Other Bank balances		
Long term deposits with maturity more than 3 months but less than 12 months [Refer Note below]	-	17.75
Long term deposits with maturity more than 12 months [Refer Note below]	0.31	0.35
Unclaimed Dividend Accounts	-	0.05
	0.31	18.15
Total	46.19	116.15

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***Note:**

Fixed Deposits amounting to ₹ 0.25 million (March 31, 2015: ₹ 0.60 million) are provided as security against various bank guarantees given.

20. Short-term Loans and Advances

	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good (unless otherwise stated):		
Loans and advances to related parties [Refer Note below]	-	447.16
Security Deposits	2.36	1.26
Other Loans and Advances		
Advance to Suppliers		
Considered good	85.66	1,240.75
Considered doubtful	1,382.86	530.83
Less : Allowance for doubtful advance to supplier	(1,382.86)	(530.83)
Prepaid Expenses	5.66	7.97
Balance with Government Authorities	293.57	261.82
Others	-	2.07
Total	387.25	1,961.03

Note:

The previous year amount includes loan given to Disney Broadcasting (India) Limited (formerly known as UTV Entertainment Television Limited) of ₹ 417.26 million which has been repaid during the current year.

21. Other Current Assets

	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good (unless otherwise stated):		
Interest accrued on deposits with banks	0.46	0.78
Interest accrued on Loans to Related Parties		
Considered good	-	1.76
Considered doubtful	89.98	89.98
Less : Provision for doubtful interest	(89.98)	(89.98)
Unbilled Revenue	77.08	75.00
Total	77.54	77.54

22. Contingent Liabilities

	As at March 31, 2016	As at March 31, 2015
Nature		
a. Legal matters:		
i. Legal cases filed against the Company not acknowledged as debts	834.52	3,731.99
b. Taxation matters:		
i. Income Tax	88.53	103.30
ii. Value Added Tax (VAT)/ Sales Tax/ Lease Tax	135.18	135.18

Notes:

- (a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Company does not expect any reimbursements in respect of the above contingent liabilities.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***23. Guarantees given by the Company**

	As at March 31, 2016	As at March 31, 2015
Nature		
Bank Guarantees issued favouring various Government Authorities	1.55	1.90
Bank Guarantees issued on behalf of group company towards its obligation to Customs Authorities	23.02	20.48

24. Revenue from Operations

[Refer Note 2 (i)]

	Year ended March 31, 2016	Year ended March 31, 2015
Sales and Services Revenues (Net)		
Distribution and Licensing of Movies	3,989.56	7,218.78
Interactive Media	5.62	35.95
Television Content, Airtime Sales and Dubbing Services	-	19.81
Total	3,995.18	7,274.54

25. Other Income

	Year ended March 31, 2016	Year ended March 31, 2015
Interest Income:		
- On Loans to Related Parties	38.89	54.79
- On Fixed Deposits and Others	9.21	8.31
Provision for doubtful debts written back	326.96	-
Less: Bad debts written off	88.40	-
Provision for doubtful Loans and Advances written back (Net)	-	132.14
Liabilities no longer required written back	44.87	-
Miscellaneous Income	2.27	1.36
Total	333.80	196.60

26. Direct Costs

	Year ended March 31, 2016	Year ended March 31, 2015
Footage, Programming and Other Acquisition Cost	134.35	116.74
Participation Costs	203.74	746.51
Print Costs	391.40	300.18
Royalty Expenses	274.81	124.41
Advertisement and publicity	805.06	824.95
Amortisation of movie costs	4,437.31	5,989.06
Miscellaneous expenses	15.57	13.23
Total	6,262.24	8,115.08

27. Employee Benefit Expenses

	Year ended March 31, 2016	Year ended March 31, 2015
Salaries, Allowances and Bonus	276.33	197.56
Contribution to Provident and Other Funds [Refer Note (a) below]	11.26	9.53
Gratuity [Refer Note (b) below]	4.68	7.60
Staff Welfare Expenses	9.34	6.29
Total	301.61	220.98

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

(a) Defined Contribution Plans

Amount recognised in Statement of Profit and Loss	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Provident and Pension Fund	11.25	9.48
Employees State Insurance Commission	0.01	0.04
Maharashtra Labour Welfare Fund*	-	0.01
Total	11.26	9.53

* Amount is below rounding off norms adopted by the company.

(b) Defined Benefit Plans

The Company provides long-term benefits in the nature of Gratuity to its employees, which is funded through the Life Insurance Corporation of India.

The following tables summarises the components of net benefit expenses recognised in the Statement of Profit and Loss and funded status and amounts recognised in the Balance Sheet for the gratuity benefit plan:

(i) Present Value of Defined Benefit Obligation

	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Balance at the beginning of the year	23.72	22.26
On account of Merger/Amalgamation	-	1.04
Interest Cost	1.87	2.04
Current Service Cost	3.20	1.04
Benefits Paid	(1.45)	(8.04)
Actuarial (Gain)/Loss	0.23	5.38
Balance at the close of the year	27.57	23.72

(ii) Fair Value of Plan Assets

	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
Balance at the beginning of the year	8.19	14.56
Expected return on plan assets	0.64	1.27
Actuarial gain / (loss)	(0.03)	(0.41)
Benefits Paid	-	(7.23)
Contributions by employer	-	-
Balance at the close of the year	7.80	8.19

(iii) Reconciliation/ Assets and Liabilities recognised in the Balance Sheet

	As At March 31, 2016	<i>As At March 31, 2015</i>
Present Value of Defined Benefit Obligation	27.57	23.72
Less: Fair Value of Planned Assets	(7.80)	(8.19)
Amount recognised as (Asset)/ liability *	19.77	15.53
*Liability recognised as under		
Long Term Provision (Refer Note 6)	10.00	6.23
Short Term Provision (Refer Note 10)	9.77	9.30
	19.77	15.53

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***(iv) Expense recognised in Statement of Profit and Loss**

	Year ended March 31, 2016	Year ended March 31, 2015
Current Service Cost	3.20	1.04
Interest on Defined Benefit Obligation	1.22	2.04
Expected return on plan assets	-	(1.27)
Net Actuarial (Gain)/Loss recognised in the year	0.26	5.79
Total Expenses	4.68	7.60

(v) Actual Return on Plan Assets

	Year ended March 31, 2016	Year ended March 31, 2015
Expected return on Plan Assets	0.64	1.27
Actuarial gain on Plan Assets	(0.03)	(0.41)
Actual Return on Plan Assets	0.61	0.86

(vi) Investment details of Plan Assets

100% of the Plan Assets are invested in Insurer Managed Funds.

(vii) Actuarial Assumptions

	Year ended March 31, 2016 (Per Annum)	Year ended March 31, 2015 (Per Annum)
Discount Rate	7.72%	7.90%
Salary Growth Rate	11.00%	13.00%
Expected Rate of Return on Plan Assets	7.72%	7.90%

- The discount rates reflects the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.
- The expected rate of return of plan assets is the Company's expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

(viii) Amounts recognised in current year and previous four years

	As At March 31, 2016	As At March 31, 2015	As At March 31, 2014	As At March 31, 2013	As At March 31, 2012
Defined Benefit Obligation	27.57	23.72	22.26	24.58	19.44
Plan Assets	7.80	8.19	14.56	19.08	20.30
(Surplus)/Deficit	19.77	15.53	7.70	5.50	(0.86)
Experience adjustment in plan liabilities - (Gain)/ Loss	0.14	3.52	1.87	(0.04)	5.41
Experience adjustment in plan assets - Gain/ (Loss)	(0.03)	(0.41)	(0.23)	(0.01)	0.36

(ix) Expected Contribution to the Funds in the next year

	Year ended March 31, 2016	Year ended March 31, 2015
Gratuity	9.77	9.30

- (c) The Liability for Compensated Absences (Non-Funded) as at March 31, 2016 is ₹ 4.76 million (March 31, 2015: ₹ 7.23 million) recognised under:

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

	As at March 31, 2016	As at March 31, 2015
Long Term Provision (Refer Note 6)	3.99	5.66
Short Term Provision (Refer Note 10)	0.77	1.57
Total	4.76	7.23

- (d) Certain employees of the Company have been granted Employee Stock Options (ESOPs) and Restricted Stock Units (RSUs) of The Walt Disney Company, USA, the ultimate holding company. During the year ended March 31, 2016, the Company has received debit note / information on the basis of recharge towards ESOPs / RSUs granted by the ultimate holding company to its employees. Consequently, the Company has debited 'Salaries, Allowances and Other Benefits' for a sum aggregating ₹ 11.67 million (March 31, 2015 : ₹ 7.84 million) towards liability to its ultimate holding company.

28. Finance Costs

	Year ended March 31, 2016	Year ended March 31, 2015
Interest on borrowing from banks	1,211.16	1,277.84
Interest on borrowings from others	41.36	35.88
Other borrowing costs	2.14	1.33
Total	1,254.66	1,315.05

29. Depreciation and Amortization Expenses

	Year ended March 31, 2016	Year ended March 31, 2015
Depreciation on Tangible assets	5.09	2.38
Amortization on Intangible assets	7.13	8.20
Total	12.22	10.58

30. Other Expenses

	Year ended March 31, 2016	Year ended March 31, 2015
Rent	5.41	10.39
Repairs and Maintenance - Others	16.08	19.09
Legal and Professional fees	50.03	40.07
Payment to Auditors		
- Audit fees	5.40	4.50
- Certification fees/ Other services	0.40	0.35
- Reimbursement of Expenses	0.04	0.05
Rates and taxes	80.04	206.62
Insurance	5.76	2.86
Travel, Conveyance and Accommodation	16.53	17.50
Communication and Postage Expenses	4.57	3.12
Provision for doubtful debts	-	255.29
Bad debts written off	-	2.07
Provision for diminution in the value of investments (Refer Note 31)	-	0.46
Net Loss on Disposal of Tangible and Intangible Assets	-	-
Net Loss on foreign currency transactions and translations	0.48	45.07
Provision for doubtful Loans and Advances	760.41	-
Central Support Expenses [Net of Recovery ₹ NIL (March 31, 2015: ₹ 21.90 million)] [Refer Note below]	416.10	167.12
Miscellaneous expenses	10.43	20.88
Total	1,371.68	795.44

Note:

'Central Support Fee' aggregating ₹ 416.24 million (March 31, 2015: ₹ 167.12 million) includes recoveries of costs incurred by group companies for providing services such as business development, information technology system support, financial and legal support, facility support and human resource consulting services. The charge for these services is accounted based on the periodic debit notes received from group companies.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***31. Exceptional Items**

	Year ended March 31, 2016	Year ended March 31, 2015
Share Application Money Written-off [Refer Note (a) below]	438.71	-
Provision for Share Application Written-back [Refer Note (a) below]	(438.71)	-
	-	-
Provision for diminution in the value of investments [Refer Notes (b) and (c) below]	5,618.27	-
Total	5,618.27	-

Notes:

- (a) During the previous year, the Management of the Company had provided for the Share Application Money invested by UTV Software Communications Limited in Diverse Business Holdings Private Limited (formerly known as Unilazer Holdings Limited) in view of the uncertainty associated with the refund of the share application money. In view of inability of Diverse Business Holdings Private Limited to repay the Share Application Money, the Company has written off its claim over the monies in the current year pursuant to the resolution passed in the Board of Directors meeting held on 3rd November 2015.
- (b) UTV Software Communications Limited has made certain investments in UTV USA Communications LLC which has incurred losses in past and its net worth is significantly lower than the carrying value of the investments as of March 31, 2016. Considering the above facts, the Company has provided for diminution, other than temporary, in the value of investments in UTV USA Communications LLC for ₹ 321.52 million.
- (c) The Company has made investments in Disney Entertainment (India) Limited for further investments into their downstream subsidiaries, GenX Entertainment Limited and Disney Broadcasting (India) Limited, respectively, which are in the business of Media and Television and some of these have been making losses for past few years. The Company has noted the shift in the Media Networks strategy on account of the certain key developments and consequent future business projections. As a consequence of such strategy changes, the Company has recognized a provision of ₹ 5,296.75 million, for other than temporary diminution in value of investments, with respect to its investments in Disney Entertainment (India) Limited.
- The Company has made investments in Disney Entertainment India Limited for further investments into their downstream subsidiaries, GenX Limited and Disney Broadcasting India Limited, respectively, which are in the business of Media and Television and some of these have been making losses for past few years. The Company has noted the shift in the media network strategy on account of the certain key developments and consequent future business projections. As a consequence of such strategy changes, the Company has recognized a provision of ₹ 5,296.75 million, for other than temporary diminution in value of investments, with respect to its investments in Disney Entertainment (India) Limited.

32. Unhedged Foreign Currency

	Year ended March 31, 2016	Year ended March 31, 2015
Foreign Currency Payables (Maturity < 1 year)	(297.63)	(311.33)
Foreign Currency Receivables (Maturity < 1 year)	29.21	284.15
Total	(268.42)	(27.18)

33. Expenditure in foreign currency

	Year ended March 31, 2016	Year ended March 31, 2015
Royalty Expenses	274.81	119.49
Print Cost	58.34	44.98
Footage Cost	20.33	8.32
Advertisement and Business Promotion	10.33	13.63
Central Support Expenses	-	42.86
Other Expenses	8.89	26.79
Total	372.70	256.07

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***34. Earnings in foreign currency**

	Year ended March 31, 2016	Year ended March 31, 2015
Sales and Service Revenues	637.00	968.00

35. Earnings/ (Loss) Per Share (EPS)

[Refer Note 2 (q)]

	Year ended March 31, 2016	Year ended March 31, 2015
Basic and Diluted		
Loss after tax	(10,491.70)	(3,005.16)
Weighted average number of equity shares outstanding at the year end (Nos.) (for Basic EPS)	51,721,388	51,663,659
Weighted average number of equity shares outstanding at the year end (Nos.) (for Diluted EPS)	51,721,388	51,663,659
Loss per share (Basic) (₹)	(202.85)	(58.17)
Loss per share (Diluted) (₹)	(202.85)	(58.17)
Nominal value of shares (₹)	10.00	10.00

36. Segment Information for the year ended March 31, 2016

Since the segment information as per Accounting Standard 17 - Segment Reporting is provided on the basis of consolidated financial statement, separate segment information based on stand alone financial statement is not provided.

37. Related Party Transactions**(a) Names of related parties and nature of relationship:****(i) Ultimate Holding Company:**

The Walt Disney Company

(ii) Intermediate Holding Company:

Disney Enterprises, Inc.

(iii) Immediate Holding Company:

The Walt Disney Company (Southeast Asia) Pte Limited (TWDC)

(iv) Subsidiaries of the Company:

UTV Communications (USA) LLC

IG Interactive Entertainment Limited

Indiagames Limited

Disney Entertainment (India) Limited (formerly known as UTV Global Broadcasting Limited)

Genx Entertainment Limited

Disney Broadcasting (India) Limited (formerly known as UTV Entertainment Television Limited)

(v) Fellow Subsidiary Companies

The Walt Disney Company (India) Private Limited

United Home Entertainment Private Limited

Disney Worldwide Services Inc.

The Walt Disney Company (Asia Pacific) Ltd.

Buena Vista International Inc.

Walt Disney Pictures and Television

Walt Disney Entertainment - Walt Disney World Resort

Disney Destinations LLC

The Walt Disney Co, UK

(vi) Key Management Personnel :

Whole time Director

Nimish Shah

All the Global and other entities under the common control of The Walt Disney Company which do not have any transactions with the Company during the year are not disclosed here.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***(b) Transactions during the year with and outstanding balances of related parties referred to in item (a) (i) to (iv) above:**

	Holding Company/ Intermediate Holding Company/Immediate Holding Company		Subsidiary Companies/ Fellow Subsidiary Companies/ Common Control Entities	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Sales and Services				
- UTV Communications (USA) LLC			96.15	235.68
- IG Interactive Entertainment Limited			65.76	216.02
- Genx Entertainment Limited			-	0.15
- Disney Broadcasting (India) Limited			101.51	120.65
- Indiagames Limited			16.10	16.72
- United Home Entertainment Private Limited			-	1.36
- The Walt Disney Company (India) Private Limited			-	14.90
- Buena Vista International Inc.			3.33	-
Purchases				
- Disney Broadcasting (India) Limited			22.65	15.54
- Genx Entertainment Limited			17.88	13.45
- United Home Entertainment Private Limited			4.32	3.44
- Buena Vista International Inc.			274.81	117.79
- The Walt Disney Company (India) Private Limited			-	5.49
Investment Activities				
- Equity Shares in Disney Entertainment (India) Limited			517.26	1,480.00
- Equity Shares in UTV Communications (USA) LLC			388.95	-
Issue of Equity/Preference Shares (including Share Premium)				
- The Walt Disney Company (Southeast Asia) Pte Limited	520.00	2,499.00		
Interest Income from				
- Disney Entertainment (India) Limited			-	13.67
- Disney Broadcasting (India) Limited			38.89	41.12
Interest Expense				
- United Home Entertainment Private Limited			-	22.04
			41.36	13.84
Expenses Paid on behalf of				
- UTV Communications (USA) LLC			3.64	6.78
- IG Interactive Entertainment Limited			4.27	8.85
- Disney Broadcasting (India) Limited			-	0.01
- The Walt Disney Company (Asia Pacific) Ltd.			-	0.18
Expenses Reimbursed to				
- Walt Disney Entertainment - Walt Disney World Resort			-	0.76
- Buena Vista International Inc.			44.67	42.78
- The Walt Disney Co., UK			8.77	-
- The Walt Disney Company			8.26	-
- Walt Disney Pictures and Television			-	1.51
- The Walt Disney Company (Southeast Asia) Pte Limited (TWDC)	-	0.14	-	-
- Disney Destinations LLC			0.45	-
- The Walt Disney Company (Asia Pacific) Ltd.			1.61	0.62
Central Support Fees paid to				
- The Walt Disney Company (Asia Pacific) Ltd.			-	42.86
- Disney Entertainment (India) Limited			-	0.86
- The Walt Disney Company (India) Private Limited			416.10	145.30
Central Support Fees recovered from				
- Genx Entertainment Limited			-	4.30
- Disney Broadcasting (India) Limited			-	4.70
- Indiagames Limited			-	4.30

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

(b) Transactions during the year with and outstanding balances of related parties referred to in item (a) (i) to (iv) above:

	Holding Company/ Intermediate Holding Company/Immediate Holding Company		Subsidiary Companies/ Fellow Subsidiary Companies/ Common Control Entities	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
- United Home Entertainment Private Limited			-	1.70
- The Walt Disney Company (India) Private Limited			-	6.90
Investments/ Advances Provided for/ (Reversed)				
- UTV Communications (USA) LLC			229.90	(189.20)
- Disney Entertainment (India) Limited			5,296.75	-
Loans/Advances Given to				
- The Walt Disney Company (India) Private Limited			-	29.90
Loans/ Advances Repaid by				
- The Walt Disney Company (India) Private Limited			29.90	-
- UTV Communications (USA) LLC			91.63	173.30
- Disney Broadcasting (India) Limited			417.26	-
- Disney Entertainment (India) Limited			-	344.00
Loans/Advances Received from				
- The Walt Disney Company (India) Private Limited			-	500.00
Loans/Advances Repaid to				
- United Home Entertainment Private Limited			-	450.00
Bank Guarantee Issued on behalf of				
- The Walt Disney Company (India) Private Limited			23.02	20.48
Accrual for Equity share based compensation (Refer Note 27(d))				
- The Walt Disney Company	11.67	7.84		
Outstanding Bank Guarantee Issued on behalf of				
- The Walt Disney Company (India) Private Limited			23.02	20.48
Outstanding Corporate Guarantee taken from				
- Disney Enterprises, Inc.	16,850.00	16,850.00		
Outstanding Balance				
- Net Payable to				
- The Walt Disney Company (India) Private Limited			870.92	561.16
- United Home Entertainment Private Limited			1.96	0.13
- Disney Worldwide Services Inc.			-	1.35
- The Walt Disney Company (Asia Pacific) Ltd.			0.68	121.09
- Disney Entertainment (India) Limited			-	0.88
- The Walt Disney Company	-	2.29		
- Buena Vista International Inc.			293.47	263.93
- Walt Disney Entertainment - Walt Disney World Resort			-	0.58
- Walt Disney Pictures and Television			-	1.57
- Genx Entertainment Limited			5.81	-
- Disney Destinations LLC			0.43	-
Accrual for Equity share based compensation				
- The Walt Disney Company	17.63	13.88		
- Net Receivable from (excluding Share Application Money)				
- UTV Communications (USA) LLC (Net of Provision)			5.47	51.47
- IG Interactive Entertainment Limited (Net of Provision)			21.61	219.61
- Indiagames Limited			3.14	9.73
- Genx Entertainment Limited			-	2.51
- Disney Broadcasting (India) Limited			18.73	485.60

For Investments made in subsidiaries, refer Note 13.

NOTES TO THE FINANCIAL STATEMENTS*(All amounts in ₹ million, unless otherwise stated)***38. Leases**

Operating Lease [Refer Note 2(o)] :

The Company's significant leasing arrangements are mainly in respect of office premises which are cancellable in nature. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses" in Note 30. These leasing arrangements are for a period not exceeding 3 years and are in most cases renewable by mutual consent, on mutually agreeable terms. Future lease rentals payable are as follows:

	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
With respect to all operating leases:		
Lease payments recognised in the Statement of Profit and Loss during the year	5.41	10.39

39. The disclosures pursuant under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows:

Particulars	Year ended March 31, 2016	<i>Year ended March 31, 2015</i>
i) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
- Principal	-	-
- Interest due thereon	0.13	0.13
ii) the amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
- Principal	-	0.05
- Interest	-	-
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
iv) the amount of interest accrued and remaining unpaid at the end of each accounting year;		
- Total interest Accrued during the year	-	0.02
- Interest remaining unpaid	-	0.02
v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above information and that given in Note 8 - 'Trade Payables' regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

40. Scheme of Amalgamation

- a. The Board of Directors of the Company at its meeting held on December 22, 2015 has approved a Scheme of Amalgamation ('the Scheme') for the merger of The Walt Disney Company (India) Private Limited and Indiagames Limited with the Company w.e.f. 1st April 2015 ('the appointed date') in terms of the provisions of Sections 391 to 394 of the Companies Act, 1956 read with other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013. Further the Company has filed an application for sanctioning the Scheme of Arrangement and Amalgamation with the Hon'ble High Court of Judicature at Mumbai. The Scheme will be effective upon obtaining requisite approvals inter alia, approval of shareholders and other regulatory approvals.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in ₹ million, unless otherwise stated)

- b. Pursuant to the Scheme of Amalgamation between the Company and its subsidiary, UTV New Media Limited ('UNML') sanctioned by the order of the Hon'ble Bombay High Court dated July 3, 2015 (the 'Scheme'); all assets, liabilities and reserves of these subsidiaries were transferred and vested in the Company with effect from the appointed date of April 1, 2014. The Scheme had accordingly been given effect to in the financial statements as of and for the year ended March 31, 2015.

UNML was in the business of digital media.

The amalgamation had been accounted for under the 'Pooling of Interests' method as prescribed by Accounting Standard 14 on 'Accounting for Amalgamations'. Accordingly, the assets, liabilities and reserves of this subsidiary as at April 1, 2014 had been taken over at their book values. The Company's investment in the equity share capital of this subsidiary stand cancelled. There were no differences in Accounting Policies of the Company and its above mentioned subsidiary. Pursuant to the Scheme, the difference being the excess of assets, liabilities and reserves of a subsidiary over investment in a subsidiary was credited to Capital Reserve as follows:

	UNML
Assets, Liabilities and Reserves of Subsidiary Companies (net)	45.00
Less:	
Investment as on April 1, 2014 by the Company	45.00
Amount transferred to Capital Reserve	-

41. As at March 31, 2016, the net-worth of the Company has been eroded, mainly due to recognition of charge towards exceptional items (refer Note 31 on Exceptional Items). Considering the future business plans of the Company, the intended capital infusion and based on the letter of support from the holding company, these financial statements have been prepared on the going concern basis.

42. The previous year's figures have been reclassified, wherever considered necessary, to confirm to current year's classification.

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

For **Price Waterhouse & Co Bangalore LLP**
Firm Registration No.: 007567S/S-200012
Chartered Accountants

For and on behalf of the Board of Directors

Uday Shah
Partner
Membership No. 046061

Sujit Vaidya
Director
DIN: 03287161

Nimish Shah
Whole-time Director
DIN: 05250183

Vishwas Joshi
CFO

Puneet Juneja
Company Secretary
Mem. No.: A17151

Place: Mumbai
Date: August 29, 2016

Place: Mumbai
Date: August 29, 2016

Form AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Name of Subsidiary	Reporting Period ended	Reporting Currency & Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities*	Investments	Turnover **	Profit before taxation **	Provision for taxation **	Profit after taxation**	Amount in ₹ millions	
												Proposed Dividend **	% of Shareholding
UTV Communications (USA) LLC	31-Mar-16	USD INR 66.26	69.73	0.00	754.30	684.57	630.46	293.87	101.24	0.00	101.24	NIL	100
IG Interactive Entertainment Limited, UK	31-Mar-16	GBP INR 95.23	7,997.19	-7,274.14	723.05	0.00	0.00	362.16	38.27	8.90	29.37	NIL	100
Ignition Entertainment Limited, UK	31-Mar-16	GBP INR 95.23	7,357.81	-7,343.05	14.76	-0.00	0.00	0.20	0.35	0.00	0.35	NIL	100
Ignition London Limited, UK	31-Mar-16	GBP INR 95.23	1,647.08	-1,646.98	0.10	0.00	0.00	0.00	0.00	0.00	0.00	NIL	100
Ignition Entertainment Limited, USA	31-Mar-16	USD INR 66.26	0.13	-2,537.32	7.68	2,544.87	0.00	5.11	3.98	0.05	3.93	NIL	100
UTV Games Limited, Mauritius	31-Mar-16	USD INR 66.26	1,637.81	-1,637.95	0.13	0.27	0.00	21.46	20.67	0.00	20.67	NIL	100
True Games Interactive, Inc., USA	31-Mar-16	USD INR 66.26	791.28	-1,933.17	0.13	1,142.02	0.00	0.00	-0.24	0.00	-0.24	NIL	100
Indiagames Limited	31-Mar-16	INR	11.43	577.95	1,269.09	679.71	0.00	2,078.82	379.03	142.61	236.42	NIL	56
Disney Entertainment (India) Limited (formerly known as UTV Global Broadcasting Limited)	31-Mar-16	INR	29.66	6,541.92	6,638.32	66.74	6,403.00	209.62	-3,996.23	0.00	-3,996.23	NIL	89.89
Genx Entertainment Limited	31-Mar-16	INR	109.69	556.91	1,437.96	771.36	0.00	1,901.36	69.76	0.00	69.76	NIL	89.89
Disney Broadcasting (India) Limited (formerly known as UTV Entertainment Television Limited)	31-Mar-16	INR	104.48	464.56	4,892.34	4,323.30	0.00	4,647.84	-304.72	0.00	-304.72	NIL	89.89

* Excluding Share Capital and Reserves & Surplus

** Converted at an average exchange rate - USD INR 65.57 and GBP INR 98.68

- Names of the subsidiaries which are yet to commence operations - NIL
- Names of subsidiaries which have been liquidated or sold during the year: Pursuant to the Scheme of Amalgamation between the Company and its subsidiary, UTV New Media Limited ('UNML') sanctioned by the order of the Hon'ble Bombay High Court dated 3rd July, 2015 (the 'Scheme'); all assets, liabilities and reserves of these subsidiaries were transferred and vested in the Company with effect from the appointed date of 1st April, 2014.

For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-	Sd/-
Nimish Shah	Sujit Vaidya
Whole Time Director	Director
DIN: 05250183	DIN: 03287161
Sd/-	Sd/-
Puneet Juneja	Vishwas Joshi
Company Secretary	Chief Financial Officer
Membership No. A17151	

Place: Mumbai
Date: 29th August, 2016

“Part B”: Associates and Joint Ventures

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

Amount in millions

Name of Associates/JV	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
		No.	Amount of Investment in Associates/JV				Extent of holding in %	Considered in consolidation

1. Names of the Associate companies/Joint Ventures which are yet to commence operations - NIL.

2. Names of Associate companies/Joint Ventures which have been liquidated or sold during the year- NIL.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For UTV SOFTWARE COMMUNICATIONS LIMITED

Sd/-

Nimish Shah

Whole Time Director

DIN: 05250183

Sd/-

Puneet Juneja

Company Secretary

Membership No. A17151

Sd/-

Sujit Vaidya

Director

DIN: 03287161

Sd/-

Vishwas Joshi

Chief Financial Officer

Place: Mumbai

Date: 29th August, 2016