TV TODAY NETWORK

INDIA'S No.1 NEWS NETWORK

ANNUAL REPORT 2008 – 2009

CONTENTS

BOARD OF DIRECTORS

Aroon Purie, Chairman & Managing Director

Anil Mehra

Anil Vig

Rakesh Kumar Malhotra

Rajan Bharti Mittal

Rajeev Thakore

Audit Committee

Rakesh Kumar Malhotra, Chairman

Anil Mehra

Rajeev Thakore

Chief Executive Officer

G. Krishnan

GM (Legal) & Company Secretary

Ashok Kumar Vermani

Auditors

Price Waterhouse

Chartered Accountants

New Delhi

Bankers

Canara Bank

IDBI Bank Limited

ICICI Bank Limited

Registered Office

Videocon Tower

E-1, Jhandewalan Extn.

New Delhi - 110 055

Registrar & Transfer Agents

MCS Limited

F- 65, Okhla Industrial Area

Phase-I, New Delhi-110020

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors are pleased to present the Tenth Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March 2009.

1. **Financial Results**

The financial results of the Company for the year ended 31st March 2009 are summarized below for your consideration.

(Rs. in crores)

Particulars	Year Ended 31stMar'09	Year Ended 31stMar'08
Income from operations	**249.99**	231.06
Other income	**24.21**	20.37
Profit before Finance, Amortization, Depreciation and Tax	**68.46**	82.92
Interest and Finance Charges	**0.14**	0.09
Depreciation	**19.42**	16.01
Misc. Expenses Written off	**-**	-
Profit before tax	**48.90**	66.82
Employee Stock Compensation Expense	**0.16**	0.11
Provision for Tax	**15.19**	23.16
Net Profit	**33.55**	43.55
Balance amount brought forward	**110.84**	82.38
Profit Available for appropriation	**144.39**	125.93
Transferred to General Reserve	**5.00**	10.00
Proposed Dividend	**4.35**	4.35
Corporate Dividend Tax	**0.74**	0.74
Balance Carried forward	**134.30**	110.84

2. **Performance**

During the financial year under review, your Company's revenue from operations has been Rs. 244.99 crores compared to Rs. 231.06 crores last year, an increase of 8.20%. Profit before tax has been Rs. 48.90 crores compared to Rs. 66.82 crores last year, registering a decline of 26.81% over the last year. Profit after tax has been Rs. 33.55 crores compared to Rs. 43.55 crores last year, registering a decline of 23% over the last year. The global economic slow down started impacting India also from October-November 2008, to which your company was no exception. Your company's business model is such that it mainly depends on Ad Revenues. The overall discouraging economic scenario, lead to cost cutting across the corporate world resulting into reduced expenditure inter-alia on advertisements and pressure on margins. This coupled with significant increase in the distribution and employee costs over the years affected the profitability. Inspite of this your Company due to its Channels impeecable reputation and leadership position of the flagship channel "AAJ TAK", and confidence reposed by its viewers and clients managed to achieve a reasonably satisfactory performance.

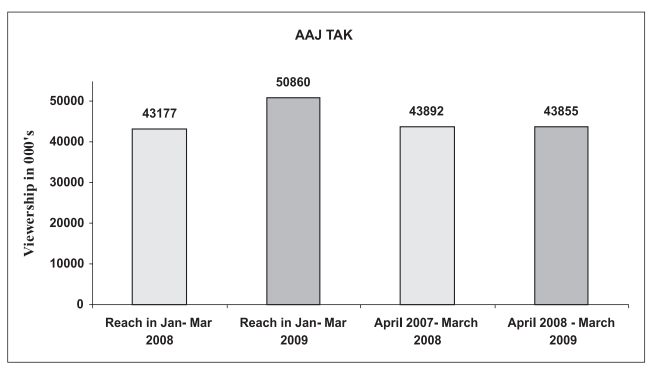
During the year, TV Today has been recognized as a Business Superbrand by the Superbrands Council. This is the second time your Company has received this award. Your Company is the only television network to be felicitated with this honour in India.

AAJ TAK

Aaj Tak continued to maintain its leadership position for the 8th consecutive year despite increased competition in the Hindi news genre by the existing as well as new news channel launched in last year. Viewers reposed confidence in Aaj Tak for the eighth consecutive year due to its editorial excellence, fair and unbiased reporting, launch of new innovative current affairs programmes catering to different segments of society and a motivated team of well-qualified professionals.

Inspite of intense competition and a cluttered news space, Aaj Tak continues to dominate by being the channel of choice during key events. Whether it's a national or an international event, the credibility of Aaj Tak is unmatched. Infact during the live counting of the election results, Aaj Tak's viewership was much higher than all the Entertainment channels.

During the year viewership of 'Aaj Tak' news channel has been 43.85 million compared to 43.89 million last year. However during the quarter January-March 2009, the viewership of Aaj Tak was 50.86 million compared to 43.18 million during the same quarter last year.



Source: TAM
TG: 4+ yrs cs
All India
Period: Average of 52 weeks of financial year

In recognition of its leadership position, Aaj Tak has been conferred with the following prestigious awards:

Gold Awards 2008

- Best Hindi News Channel – Aaj Tak

Indian Telly Awards 2008

- Best Hindi News Channel – Aaj Tak **(Received the award for the 8th year in a row)**

Indian Television Academy Award 2008

- Best Hindi News Channel – Aaj Tak **(Received the award for the 6th year)**

News Television Award 2008

- Best Hindi News Channel – Aaj Tak

HEADLINES TODAY

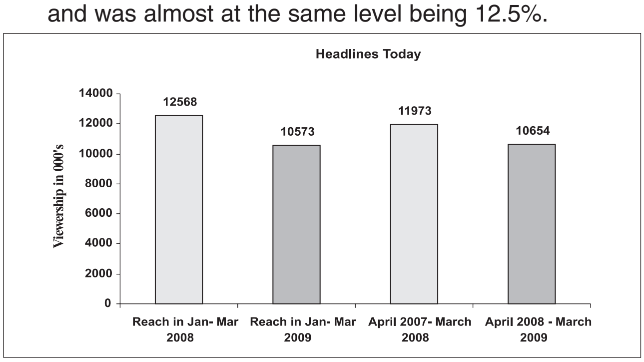
2008-09 was a very fruitful year for Headlines Today. The channel succeeded in carving a strong niche for itself as a channel that is the premier destination for a young news audience. The channel focused heavily on building a strong news identity for itself. The channel's coverage during the Mumbai terror attacks and the general elections went a long way in establishing a strong connect with the urban news audience.

During the year, Headlines Today also emerged as the number one destination for entertainment and sports news among the English news channels. Shows like Grand Stand and Action Station and Entertainment Quarter have been performing very well during their time bands. The channel has put together a strong news gathering team that has breaking some of the biggest stories of the last few months and has also helped put together several shows and specials that have had a strong impact on the administration and civil society.

The channel has been going through a period of consolidation and builds up over the last year and a half. International consultants have been called to train the editorial staff and bring them up to speed with international techniques in broadcasting. The prime time FPC of the channel has also been repositioned and shows like Ground Zero, Headlines Tonight, Centre Stage and Inside Story have emerged as strong news brands.

The channel is now poised to make strong gains over the next twelve months.

Headlines Today had reach of 10.65 million in 2008-09 as compared to 11.97 million in 2007-08. During the last quarter (Jan- Mar 2009) of the Financial Year, the reach of Headlines Today was 10.57 million compared to 12.57 million during the same quarter last year. Despite decline in reach, the market share of HT remained unaffected and was almost at the same level being 12.5%.

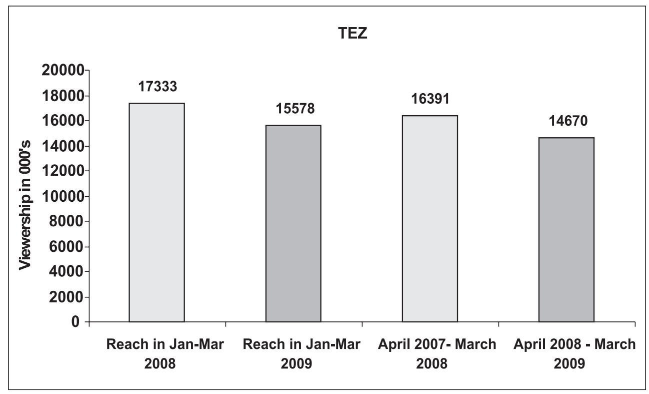


(Source: TAM
TG: 4+years cs
All India Market)
Period: Average of 52 weeks of financial year

Tez

Tez was launched to cater to the news viewer who has little time and wants condensed news, mostly in the target group of Male, 25-44 years, SEC AB. Even with the introduction of many news channels (News 24, VOI, etc), Tez managed to hold its own and retained its ratings in 2008-09 over the preceding year. It also helped in flanking and adding to Aaj Tak, thereby protecting the main channel from outside attack.

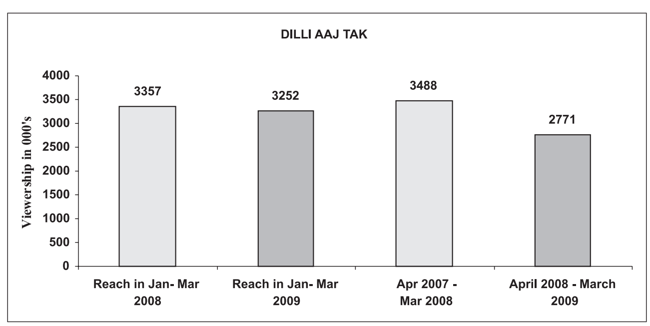
In the full year of operation ended March 31, 2009, "Tez" had reach of 14.67 million viewers in the Country as compared to 16.39 million last year. During the quarter January-March 2009, the reach of "Tez" was 15.58 million compared to 17.33 million during the same quarter last year.



(Source: TAM
TG: CS 4+years
All India Market)
Period: Average of 52 weeks of financial year

Dilli Aaj Tak

"Dilli Aaj Tak", with a caption "Aap Ka Shahr Aap Tak", a Metro centric 24x7 Hindi news channel was launched to cater to Delhi and NCR viewers. The channel has a news-you-can-use format, and has been No.1 in Delhi since the date of its launch in Delhi with an average viewership of 2.77 million in 2008-09 as compared to 3.49 million in 2007-08. During the quarter January-March 2009, the reach of "Dilli Aaj Tak" was 3.25 million compared to 3.36 million during the same quarter last year. In spite of new competitors, Dilli Aaj Tak has been able to further consolidate its presence in terms of market share which went up by 9% from 49.9% in 2008 to 58.9% in 2009.



(Source: TAM
TG: CS 4+years
All India Market)
Period: Average of 52 weeks of financial year

Delhi's rising consumerism, booming economy, rapidly improving infrastructure, among other things, have made it a city to reckon with at a global scale. Dilli Aaj Tak will address these and other issues to the viewers of Delhi and NCR.

There has been a decline in 'Reach' figures for HT, Tez and DAT because of distribution of viewers into newly launched channels in both News genre (such as News 24, NewsX, UTV Business, VOI, India News, CNEB, Space TV) as well as in Entertainment (such as Colors, NDTV Imagine, 3 others channels of UTV, NDTV show biz and Luminare) and many Regional channels. Decline in reach was also due to enormous increase in distribution cost in turn affecting the connectivity for most of the channels.

The Viewership pattern if analysed, has thus fallen for almost all news channels in the range between 10% to 20%. Thus, there was a general trend of decline in reach and the impact was not specific to your Company's channels.

3. Dividend

Your directors are pleased to recommend for your consideration and approval payment of dividend 15% amounting to Rs. 0.75 per equity share of Rs. 5/- each for the financial year 2008-09. Total amount of dividend outgo for the financial year shall be Rs. 5.08 crores (including Corporate Dividend Tax amounting to Rs. 0.74 crores).

4. Directors

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of your Company, Mr. Anil Mehra and Mr. Rajeev Thakore, Directors, liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend re-appointment of Mr. Anil Mehra and Mr. Rajeev Thakore as Directors on the Board of the Company.

5. Directors' Responsibility Statement

As stipulated in Section 217(2AA) of the Companies Act, 1956, your Directors' subscribe to Directors' Responsibility Statement and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- they 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 2008-09 and of the profit of the company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis.

6. Subsidiary Company

The Audited Statement of Accounts, alongwith the report of the Board of Directors and the Auditors' Report pursuant to Section 212 of the Companies Act, 1956 of the wholly owned subsidiary Company, TV Today Network (Business) Limited, for the year ended on 31st March 2009 is annexed.

7. Consolidated Accounts

In accordance with the requirement of Accounting Standard 21 of the Institute of Chartered Accountants of India to present Consolidated accounts, your Company, in compliance with the said requirement has prepared the Consolidated Accounts which is annexed herewith.

8. Buy Back of Equity Shares of the Company

During the year, your Company launched its Buy back scheme for purchase of its Equity shares through open market under the Stock Exchange Mechanism.

The Buy-back Scheme opened on 16th March 2009. Under the Scheme your Company bought back and extinguished 41,132 Equity Shares upto 31st March 2009.

9. Proposed Merger of Radio Today with the Company

The Board of Directors of your company had in 2007-08 approved in principle the merger of Radio Today Broadcasting Limited (a fellow subsidiary) with your company (with the appointed date for the proposed merger being 01.04.2007), subject to necessary approval of Ministry of Information and Broadcasting (MIB). Since the proposed merger would have resulted in transfer of Radio license from RTBL to TV Today, MIB was of the view that their guidelines did not permit of any transfer for a period of five years irrespective of whether the major shareholder in the merged entity was the same.

Thus for want of MIB clearance, no further action could be taken. The policy in regard to the transfer of licence was revised by MIB in late 2008 . In the light of this change, your Directors were examining various options which could be adopted in the best interest of the company.

10. Fixed Deposit

During the year, your Company has neither invited nor accepted/renewed deposits from the Public within the meaning of Section 58A, 58AA and other relevant provisions of the Companies Act, 1956, if any.

11. Auditors

The Statutory Auditors of your Company M/s Price Waterhouse, Chartered Accountants holds office up to the conclusion of the forthcoming Annual General Meeting and have offered themselves for re-appointment. They have confirmed that, if re-appointed, their appointment would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956. Your Directors recommend their re-appointment as Statutory Auditors of the Company.

12. Auditors' Report

There are no qualification or adverse remark of the Auditors on the Accounts of the Company for the financial year ended 31st March 2009 requiring comment from the Board of Directors.

13. Corporate Governance

In accordance with Clause 49 of the listing agreement, your Company has ensured continued compliance of Corporate Governance requirements during the financial year. Your Company lays strong emphasis on transparency, disclosure and independent supervision to increase various stakeholders' value.

The report on Corporate Governance for the financial year 2008-09 is given as a separate section titled "Report on Corporate Governance" and Certificate of Company Secretary in Practice as required under the revised Clause 49 of the listing agreement is appended herewith which forms part of this Annual Report.

14. Employees Stock Option Plan

Human Resource is the key to the success of any organization. The Company has always valued its human resources and has tried to adopt the best HR practices. To retain and nurture well-performing employees who are contributing to the growth of the Company, your Company introduced stock option plan (ESOP) for its employees and Directors in 2006. The disclosures in compliance with clause 12 of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (as amended) are set out in the Annexure appended herewith.

A certificate from Statutory Auditors, with regard to the implementation of the Company Employees' Stock Option Scheme, would be placed before the shareholders in the next Annual General Meeting, and a copy of the same shall be available for inspection at the registered office of the Company.

15. Management Discussion and Analysis

Separate report on Management Discussion & Analysis is appended herewith.

16. The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

In terms of the requirement of clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the particulars with respect to "Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo" are given as under:

(a) Conservation of Energy : Not Applicable

(b) Technology Absorption : Not Applicable

(c) Transaction in Foreign Currency :

- i) Value of Imports (CIF basis) Rs. 87,790,185
- ii) Expenditure in foreign currency (Accrued basis)
  - (a) Traveling Expenses : Rs. 14,893,491
  - (b) Production Cost : Rs. 95,282,333
  - (c) Repair and Maintenance: Rs. 1,121,505
  - (d) Others : Rs. 1,645,729

(d) Income in foreign currency : Rs. 74,091,935 (Accrued basis)

17. Particulars of Employees

Particulars of Employees as required under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules,1975 (as amended) is annexed hereto and forms part of this report.

18. Acknowledgment

Your Directors place on record their deep appreciation of the contribution made by all section of employees with dedication, commitment and team effort which helped your Company in achieving the performance during the year despite stiff competition from the existing as well as new players in the news and current affairs genre.

Your Directors also acknowledge with thanks the support given by the Central Government, bankers, shareholders and investors at large and look forward to their continued support.

For and on behalf of the Board of Directors

	Sd/-	Sd/-
Place : New Delhi	**Anil Mehra**	**Aroon Purie**
Date : June 18, 2009	*Director*	*Chairman & Managing Director*

Note: As per the provisions of Section 219(1) (b) (iv)of the Companies Act, 1956, read with amended Clause 32 of the Listing Agreement with the Stock Exchanges, the Annual Report is being sent to all shareholders of the Company excluding Particulars of Employees under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975. Any shareholder interested in obtaining such particulars may write to the Company Secretary at the Company's New Delhi office at Videocon Tower, E-1, Jhandewalan Extension, New Delhi-110 055.

Annexure

INFORMATION REGARDING THE EMPLOYEES STOCK OPTION PLAN
(As on March 31, 2009)

Sl. No.	Particulars	First Grant	Second Grant	Third Grant	Fourth Grant
I	Date of Grant	December 01, 2006	March 01, 2007	December 1, 2007	June 24, 2008
II	Market value on date of grant of the underlying equity shares	Rs. 74.35	Rs. 134.85	Rs. 152.75	Rs. 93.15
III	Exercise Price(50% of options) (Balance 50% of options)*	Rs. 74.35 Rs. 44.35	Rs. 134.85 Rs. 104.85	Rs. 152.75 Rs. 122.75	Rs. 93.15 Rs. 63.15
IV	Vesting Period	4 Years	4 Years	4 years	4 years
a	Options Granted (NET OF OPTIONS CANCELLED)	2,05,500	55,000	15,000	1,29,500
b	Pricing Formula	50% of options are granted at the market price and balance 50% of the options at a discount to the market price. Discount shall vary from Rs. 0 to Rs. 30/- depending upon the meeting of the performance criteria by the employee from year to year.			
c	Option Vested	9,000	NIL	NIL	NIL
d	Option Exercised	9,000	NIL	NIL	NIL
e	Number of shares arising as a result of exercise of option	9,000	NIL	NIL	NIL
f	Option Lapsed	NIL	NIL	NIL	NIL
g	Variation of terms of options	NA	NA	NA	NA
h	Money realized by exercise of options	5,34,150	NA	NA	NA
i	Total number of options in force	1,96,500	55,000	15,000	1,29,500
j	Employee-wise details of options granted to i) Senior Management Personnel	1. Q.W Naqvi - News Director - 45,000 options 2. Rajnish Rikhy - Senior VP-Ad Sales - 45,000 options 3. Rajmohan Nair - VP-Network - 45,000 options 4. Sanjay Jain - VP-Finance - 3,000 options (resigned) 5. Rinku Paul - GM - Ad Sales - 15,000 options 6. Nikita Tulsian - GM-Ad Sales - 15,000 options 7. Satyaky Chowdhury - GM-Ad Sales - 15,000 options 8. Rehan Kidwai - VP-Operations - 15,000 options 9. Prince Sharma - VP-Technology - 22,500 options 10. Sona Jha - Executive Producer - 15,000 options 11. Amitabh - Executive Producer - 15,000 options 12. Shailesh Kumar - Executive Producer - 15,000 options 13. Bijo - GM-Ad Sales - 10,000 options 14. Rahul Kanwal - Executive Producer - 15,000 options 15. Shamya Dasgupta - Deputy Editor - 9,000 options 16. Denzil O'Connell - Associate Executive Producer - 9,000 options 17. Sakka C Jacob - Associate Executive Producer - 9,000 options 18. Ritul Joshi - Deputy Editor - 7,500 options 19. Sonia Singh - Senior Special Correspondent - 7,500 options 20. Sahil Joshi - Bureau Chief - 7,500 options 21. Deepak Sharma - Editor - 7,500 options 22. Shams Tahir Khan - Editor - 7,500 options 23. Vikrant Gupta - Editor - 7,500 options 24. Gautam Roy - Senior Special Correspondent - 7,500 options 25. Rashim Sharma - Senior Producer - 7,500 options 26. Avantika Singh - Associate Senior Producer - 7,500 options			

		27. Samip Rajguru - Senior Special Correspondent - 5,000 options 28. Sanjiv Chauhan - Special Correspondent - 5,000 options 29. Prateek Trivedi - Special Correspondent - 5,000 options 30. Nida Khan - Associate Senior Producer - 5,000 options (Out of above, 9,000 options have been exercised as mentioned under Sl. No. d)			
ii)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	None.			
iii)	Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant.	None.			
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with accounting Standard (AS) 20 'Earning Per Share'.	Rs. 5.78			
l	In case, the employees compensation cost is calculated on the basis of intrinsic value of stock option, the difference between the employees compensation of the stock option cost based on intrinsic value of the stock and the employees compensation of the stock option cost based fair value, and the impact of this difference on profits and on EPS of the Company.	The Company has used intrinsic value method for calculating the employee compensation cost with respect to the Stock Options. If the employee compensation cost for the ESOP had been determined in a manner consistent with the fair value approach the Stock Option compensation expenses would have been higher by Rs. 5.95 million. Consequently, the profit would have been Rs. 329.54 million instead of the current profit of Rs. 335.49 million and the EPS of the Company would have been (Rs. 5.68) instead of (Rs. 5.78).			
m	For options whose exercise price either equals or exceeds or is less than the market price of the stock the following are disclosed separately:				
	a) Weighted average exercise price				
	i) when the exercise price is equal to market price	Rs. 93.15			
	ii) when the exercise price is less than market price	Rs. 63.15			
	b) Weighted average fair value				
	i) when the exercise price is equal to market price	Rs. 63.62			
	ii) when the exercise price is less than market price	Rs. 67.86			
n	A description of the method and significant assumptions used during the year to estimate the fair value of options, including the following weighted-average information:				
	i) risk-free interest rate;	7.35%	7.87%	8.07 %	8.83 %
	ii) expected life;	10 years	10 years	10 years	10 years
	iii) expected volatility;	48.28%	55.44%	51.27 %	58.35 %
	iv) expected dividends; and	1.01%	0.56%	0.49 %	0.83 %
	v) the price the underlying shares in the market at the time of option grant.	74.35	134.85	152.75	93.15

* Maximum discount of Rs. 30/- which may vary between Rs. 0 to Rs. 30/- based on the employees performance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Despite the global slow down, which did not spare even the emerging economies, like India, the Indian Entertainment and Media Industry (IEM), still continues to be one of the fastest growing sectors in India. The industry during the last four years 2005-08 grew at an average annual rate of 15% and was estimated to be Rs. 584 billion in 2008. Though the industry's growth rate is expected to slow down to 12.5% in 2009-13, still over the next five years the industry size is expected to be $21 billion from the present $11.68 billion. The growth rate is expected to remain subdued at 7.5% in 2009 and 10% in 2010, according to a latest report of KPMG and FICCI. Television which had remained a government controlled/dominated medium till about two decades back was today the fastest growing among the various media segments across the socio-economic classification. From a handful of channels, currently there are more than 400 channels giving the viewers a very wide choice. As per industry estimates the television sector in India accounted for more than 1/3 of the total advertisement spends in India by the advertisers.

There has been significant shift in the approach and TV is no more confined to mass entertainment channels, but has lead to emergence of specific channels for News, Sports, Movies, Music, nature, regional etc.

INDUSTRY GROWTH – FUNDAMENTAL DRIVERS

The key growth drivers which have enabled the sector to grow so fast are:

- **Socio-economic environment –** India has a distinct advantage of favourable demographic composition. A large percentage of country's population is young and working and the emergence of this young middle class with increased disposable incomes coupled with rapid economic growth witnessed during the last decade due to liberalization of economic policies signifies good potential for increased marketing and advertising spends in the country.
- **Digitization** – Digitization which has been a big trend abroad has made its impact on the Indian media industry too particularly TV, Music and Films witnessing ever increasing trend towards digitalization. In the TV segment, the wave has been lead by DTH. With the launch of Reliance-Big TV and AirTel digital services, in addition to already existing players like Tata Sky, Dish and Sun TV, year 2008 witnessed an increasing penetration of DTH with subscriber base touching almost 10 million mark. Although the adoption of CAS was relatively slower than expected yet, aggressive digitization of cable network in big cities helped push the digital set top boxes penetration.
- **Emergence of Focused Channels** – The emerging trend of focused channels – News, Sports, Movies, Music, Nature, Regional etc. has lead to segmentation of audience catering to different preferences and tastes. This in turn has been giving a leverage particularly to the regional advertisers to reach out to their consumers in a more effective manner.
- **Convergence –** Given the growth both IT and Telecom (especially mobile & wireless) have witnessed during last decade**,** Convergence coupled with availability of multiple platforms of media services holds a good poetential for marketing the same content over various platforms such as internet , mobile etc.

Apart from the above, the other important factors that have facilitated growth. are - Increasing penetration of TV's and C&S homes, gradual de-regulation in industry policies, regionalization, increasing international demand for Indian content; easier availability of institutional capital for funding growth, etc.

OPPORTUNITIES, GROWTH DRIVERS & CONCERNS

The growth has been evident in varying proportions across the different segments of the IEM Industry i.e. Television, Print and Internet being the major media in terms of size and growth rates apart from other segments such as radio, out of home, mobile. With the emergence of trends towards convergnce and availability of multiple media vehicles, the Indian Entertainment and Media Industry has been witnessing structural shifts with consumers increasingly taking control of their media consumption

With the ever increasing number both of the channels and the viewers, and TV being the key and an effective medium of communication, TV was expected to continue to dominate the media business. Further The launch of more DTH players along with the existing established players was likely to drive digitization in near future. This could provide opportunities to tap greater subscription revenues.

In the Broadcasting segment, increased penetration of TV in the Indian homes has provided impetus to the growth of the Indian TV industry.

Further increased consumer spending is likely to have greater impact on revenue streams.

The two revenue streams for the M&E industry are advertising and subscription/purchase revenues. The Indian television industry has recorded a growth of rate of around 14% on an average during the last 4-5 years. It was expected to grow at a CAGR of 14.5% to $9.45 billion in 2013 from $4.81billion in 2008.

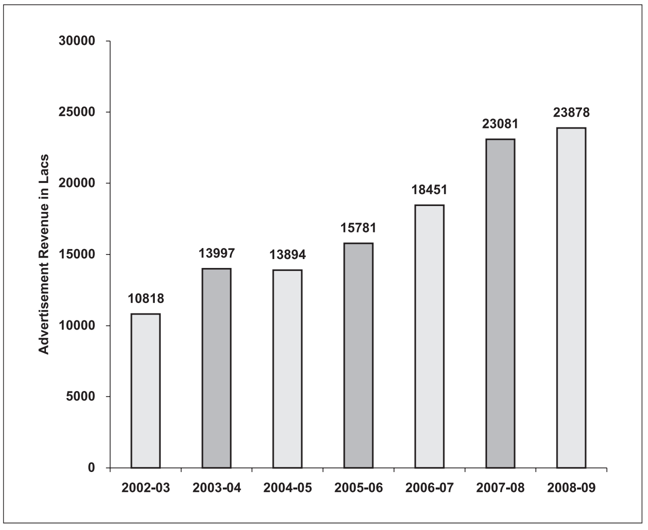
This growth would come from increase in television advertising spends, augmentation in the reach of cable television, and moderate growth in the average revenue earned per cable subscriber.

Television Advertising

The General entertainment segment witnessed new launches during the year. The number of clients and brands who advertised on television have been growing at a phenomenal pace over the past five years .

The current year too attracted a lot of new brands on television

Outlook



Two main source of revenue for the broadcasters are - Advertisement Revenue and Subscription Revenue. Since your Company is the News genre**,** the primary source of income for your Company is Ad sales revenue. Barring a marginal fall in 2004-05, your Company had shown consistent growth in the Ad sales revenue since 2002.

The Ad spend on a channel depends on its market share, its reach and its being the preferred platform for mass communication. The leadership position of Aaj Tak as the No.1 channel for the 8th consecutive year has contributed to the Ad sales revenue. Your Company's 24 hour English News channel "Headlines Today" and Hindi News channel "Tez" catering to the upmarket urban population and Metro centric channel "Dilli Aaj Tak" have also contributed to the revenue growth of the Company in the financial year ended 31st March, 2009 and are expected to contribute better revenue growth for the Company in the coming years.

Despite the slow down, your Company managed to registered increase in the ad revenue due to immense popularity, wide reach of its channels particularly its flagship Channel "AAJ TAK" and the confidence reposed in the Management and Channels by its esteemed viewers and clients.

All the four channels were converted to 'Pay' last year. While Channels "AAJ TAK", "Headlines Today", "TEZ" are on the platform of Set Discovery Private Limited (now "MSM Discovery"), Dili Aaj Tak is marketed directly by the Company.

Revenue generation from subscription started effectively from April 2008. Due to immense popularity of the channels, your company during the year under review was able to generate revenue from subscription of Rs. 11.05 Crores**.**

Risk and Concerns

With the launch of CAS in January, 2007, TRAI brought out several directives for CAS areas.

Dismally low adoption rates in the CAS areas is a matter of serious concern for the Broadcasting Industry. No serious attempts have been made to address the reasons which have been holding back the implementation of CAS in a transparent and effective manner.

This lead to a slowdown in the digitization process in the country and in turn affecting the growth potential for the subscription revenue.

The distribution and placement charges have gone through the roof during the last years. Demand of heavy cable carriage fee by the MSO's/Cable operators, slow progress in the digitalisation at the last mile operators end is a matter of concern as the existing as well as new players are vying with each other to be placed in a better band to be seen. With the constraint in the frequency available in the analog distribution mode, the cable operators are demanding heavy carriage fee for carriage of the channels. The situation was expected to become worse in the coming years until digitalisation was rapidly enforced by the Regulator, TRAI throughout India, at least before the beginning of the Commonwealth Games in 2010.

While TRAI had frozen the tariff rates, the problem relating to placement and carriage charges remained unaddressed. The present structure of the cable industry has huge under declaration of subscribers by the local cable operators resulting into high leakage of revenue, with both the broadcasters and the government losing their legitimate pie. Tariff issue thus could not be seen in isolation.

The TRAI Tariff Order dated 4th October, 2007 relating to fixation of tariff in non-CAS areas was set aside by TDSAT vide its order dated 15th January, 2009, and the TDSAT directed the TRAI to study the matter afresh and issue a comprehensive order covering all aspects including the issue of subscription base in a non-addresssable system. Against this Order of the TDSAT, the TRAI went in appeal to the Supreme Court. The Hon'ble Supreme Court after hearing concerned parties has by its Order of 13th May 2009, now directed TRAI to consider the matter *de novo,* as regards all aspects; and also to consider the feasibility of putting a cap on carriage and placement fee after hearing concerned parties and give its report to the Court by 11th August, 2009.

Unless there was effective country-wide implementation of CAS and promotion of digitilzation coupled with transaparency in the number of households receiving a particular channel and enabling pricing ability for subscription, subscription revenues for broadcasters were not likely to improve much.

Though DTH was steadily gaining ground with its competitive pricing, aggressive marketing, better signal quality and high service levels, it needed to be supported by friendly government policies which would not only help in addressing the problem of high carriage fee but also help improving the subscription revenue.

There was need for greater free market equilibrium which would enable the consumers to decide the platform they wish to chose.

Due to severe global economic slow down, which has also impacted India, corporates have already resorted to cost cutting measures resulting into lesser spending with the result macro advertising environment has been affected in the last few months. Considering the slowdown in advertising revenue, television and print companies may increase their thrust on subscription revenue. Though of late there have been some signs of recovery, it was however, too early to guess the time frame for normalcy to return.

Further due to growth and availability of multi-platforms TV has been facing competition from other platofrms, such as Internet, mobile, radio, which are reatively cheaper.

Regulatory Concerns

Broadcasting industry is already subject to licensing regulations by Ministry of Information and Broadcasting is further governed by the Cable Television Networks (Regulation) Act, 1995 and Rules framed thereunder particularly with regard to the Programme Code and Advertising Code. Any further attempt on the part of the Government to regulate the electronic media particularly the news broadcasters would not augur well and would be absolutely undesirable particularly keeping in view the fact that the respective representative bodies like NBA/ IBF have already taken concrete steps towards self-regulation by adopting Code of Conduct and establishing independent Dispute Redressal Authority. Given the fact that India is the largest democracy in the world, any attempt to curb freedom of broadcasters would be contrary to the cherished principle of freedom of the free press.

The Industry was already coping with the challenges of changing technologies. TRAI has issued a series of additional regulations including standardized template that fixes the commercial terms between the broadcasters and cable operators. More regulations will not be in the interest of the broadcasting industry.

Human Resources

Your company's employee strength as on 31st March 2009 was 993 in comparison to 906 in the previous year. TVTN considers Human Resources to be one of the key elements to sustain competitive advantage in the News Media Sector. Media organizations are human driven; its growth depends upon the quality contribution made by the people in the organization. Therefore, your Company recognizes human resources as a key component for facilitating organizational growth. Your Company has continuously worked to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment and that is why that in this slowdown your company has managed to sustain its leadership in the electronic media.

Internal Control and Systems

Your Company has adequate internal control system commensurate with the size and nature of its business. Your Company's internal audit process is being handled by one of the top 4 Audit firms, Ernst & Young, who continuously monitor the adequacy and effectiveness of the internal control system and the status of compliance of operating systems and policies.

Your Company's Internal Control system is designed to:

- Safeguard the company's assets and to identify liabilities and managed it accordingly.
- Ensure that transactions are properly recorded and authorised.
- Ensure maintenance of proper records and processes that facilitates relevant and reliable information.
- Ensure compliance with applicable Laws and Regulations.

Further, Ernst & Young conducts extensive audits round the year covering each and every aspect of business activity so as to ensure accuracy, reliability and consistency of records, systems and procedures. The recommendations and observations of the Internal Auditors are being reviewed regularly by the Audit Committee.

Cautionary Statement

The Statements made in this report describing the Company's objective, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. These statements and expectations envisaged by the management are only estimates and actual results may differ from such expectations due to known and unknown risks, uncertainties and other factors including, but not limited to, changes in economic conditions, Government Policies, technological changes and exposure to market risks and other external and internal factors, which are beyond the control of the Company.

For and on behalf of the Board of Directors

	Sd/-	Sd/-
Place: New Delhi	**Anil Mehra**	**Aroon Purie**
Date: June 18, 2009	*Director*	*Chairman & Managing Director*

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Code of Governance:

Corporate Governance is an insight into the management of affairs of the company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Company is committed to and firmly believes in, following good corporate governance practices, as they are critical for meeting its obligations towards shareholders and other stakeholders.

2. Board of Directors

a) Composition of the Board

The Board of Directors presently consists of six directors of which one is Chairman & Managing Director and the other five are Non-executive directors. Mr. Rajeev Thakore, Mr. Rajan Bharti Mittal and Mr. Rakesh Kumar Malhotra, are Independent directors.

b) Number of Board meetings

During the financial year ended March 31, 2009, the Board met four times on 24th June 2008, 31st July 2008, 27th October 2008 and 23rd January 2009.

c) Directors' attendance record and Directorship in other Public Limited Companies

Name of the Director	Category	Board Meetings held during the year	Board Meetings attended during the year	Whether last AGM attended	Directorships in other public limited companies	No. of Memberships/ Chairmanships of other Board Committees*	
						Membership	Chairmanship
Aroon Purie	(Promoter)-Chairman & Managing Director	4	4	Yes	8	-	-
Anil Mehra	Non-Executive Director	4	4	Yes	6	2	1
Anil Vig	Non-Executive Director	4	3	Yes	NIL	-	-
Rajan Bharti Mittal	Independent Director	4	3	No	5	4	2
Rajeev Thakore	Independent Director	4	4	No	NIL	-	-
Rakesh Kumar Malhotra	Independent Director	4	4	Yes	1	1	-

*None of the directors is a member of more than ten Board Committees or a Chairman of more than five such committees, as required under clause 49 of the Listing Agreement.

d) Code of Conduct

The Board had laid down a code of conduct for all the Board members and senior management personnel of the company in January 2005, which is also posted on the web-site of the Company (www.aajtak.com).

All Board members and senior management personnel to whom the code of conduct is applicable have affirmed compliance with the code for the financial year 2008-09.

3. Audit Committee

a) Composition

The Audit Committee comprises of Mr. Rakesh Kumar Malhotra as Chairman and Mr. Anil Mehra & Mr. Rajeev Thakore, as members. Two-thirds of the members of the Committee including the Chairman are independent directors. The composition of the Committee is in conformity with Clause 49(II)(A) of the Listing Agreement.

All members of the Committee are financially literate. Mr. Rajeev Thakore and Mr. Anil Mehra are financial experts.

b) Terms of Reference, Powers & Role of the Committee

The terms of reference of the Audit Committee including its role & powers are as specified in Clause 49 of the Listing Agreement with the Stock Exchanges, and also in Section 292A of the Companies Act, 1956 as amended from time to time, besides other terms as may be referred to it by the Board of Directors.

c) Number of Committee Meetings & Attendance

The Committee met five times during the year on 24th June 2008 (10.00 A.M.) [adjourned meeting of 23rd May 2008], 24th June 2008 (10:30 A.M.), 31st July 2008, 27th October 2008 and 23rd January 2009. The gap between two meetings was not more than four months.

The attendance record of the members is as follows:

Name of the Director	Status	No. of meetings held	No. of meetings attended
Mr. Rakesh Kumar Malhotra	Chairman	5	5
Mr. Anil Mehra	Member	5	5
Mr. Rajeev Thakore	Member	5	5

d) Review of information by the Audit Committee

The Audit Committee reviews the report of the Internal Auditors, meets Statutory and Internal Auditors as and when required & discusses their findings, observations, suggestions, internal control system, scope of audit and other related matters. The appointment, removal and terms of remuneration of Internal Auditors is subject to review of the Audit Committee. The Committee also reviews Management Discussion & Analysis of financial conditions and results of operations. It also reviews significant related party transactions, submitted by Management.

4. Remuneration Committee

a) Composition:

The Remuneration Committee comprises of three non-executive directors, namely, Mr. Rajan Bharti Mittal, Chairman, Mr. Rakesh Kumar Malhotra, and Mr. Anil Mehra, as members of the Committee. The Chairman of the Committee as well as Mr. Malhotra are independent directors.

b) Terms of reference:

Remuneration Committee has been constituted for the purpose of formulation of ESOP Scheme under SEBI (Employees Stock Option & Employees Stock Purchase Scheme) Guidelines, 1999 and Clause 49 of the Listing Agreement for formulation of terms and conditions of Employee Stock Option Scheme & appointment, fixing/determination of remuneration of Managing Director/Directors and the senior. management personnel of the Company and to review the same, from time to time.

c) Number of Meetings held & Attendance Record:

Name of the Director	Status	No. of meetings held	No. of meetings attended
Mr. Rajan Bharti Mittal	Chairman	2	2
Mr. Rakesh Kumar Malhotra	Member	2	2
Mr. Anil Mehra	Member	2	2

d) Remuneration Policy & Remuneration of Directors:

No remuneration has been paid to Directors except to Mr. Aroon Purie, Chairman & Managing Director who is entitled to remuneration by way of commission @ 5% of the net profits of the Company, which also includes the facility of a Chauffer driven car for official and personal purposes. He was not entitled to any other benefit, salary, bonus, stock option, pension etc. The monetary value of the remuneration (commission) paid to him during the financial year is Rs. 2,09,46,411/-.

e) Compensation to Non-executive Directors:

During the financial year, Non- executive Directors were not paid any sitting fee or any other compensation.

f) Shares held by Non-executive Directors

Name of the Director	No. of Shares held
Mr. Anil Mehra	100
Mr. Rajeev Thakore	300

5. Shareholders/Investors Grievance and Share Transfer Committee

i) Composition

The committee comprises of Mr. Anil Mehra, Mr. Aroon Purie and Mr. Anil Vig. Mr. Anil Mehra, a Non-Executive Director, is the Chairman of the Committee. The Company Secretary acts as Secretary to the Committee. The composition of the Committee is in conformity with Clause 49 (IV) (G) (iii) of the Listing Agreement.

ii) Terms of Reference

The Committee has been constituted to specifically look into issues relating to redressal of the Investors/Shareholders complaints including complaints relating to transfer of shares, non-receipt of Annual Report and non-receipt of declared dividends and/or any other matter relating to Shareholders/Investors. The Committee meets as and when required.

iii) Name & Designation of Compliance officer

Mr. Ashok Kumar. Vermani, GM- Legal & Company Secretary is the Compliance Officer.

iv) Investors complaints received and resolved during the year

During the year under review, 22 complaints were received, all of which have been resolved. No complaint was pending as at the end of the financial year.

6. General Body Meetings

a) Details of the last three Annual General Meetings are as under:

Financial Year	Date	Time	Venue	Details of special resolutions passed, if any
2007-08	25.09.08	4.00 P.M.	FICCI Auditorium, Federation House, Tansen Marg, New Delhi-110001	None
2006-07	26.09.07	3.30 P.M.	M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, (Shree Delhi Gujrati Samaj), 2, Raj Nivas Marg, Delhi-110054.	None

2005-06	28.09.06	3.30 P.M.	M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, (Shree Delhi Gujrati Samaj), 2, Raj Nivas Marg, Delhi-110054.	Two resolutions u/s 81(1A) of the Companies Act, 1956 regarding further issue of shares to employees of the company, its holding company and its subsidiary company under ESOP Scheme.

b) **Postal Ballot**

During the financial year 2008-2009, no special resolution was passed through postal ballot.

As of now, no special resolution is proposed to be conducted through postal ballot.

7. **Disclosures**

(i) The details of related party transaction with the company are given in Note No. 10 of Schedule Q Para B of the Notes to Accounts of the Company. Besides this, the company has no material significant transaction with the related parties viz. promoters, directors of the company, management, their relatives, subsidiaries of promoter Company etc. that may have a potential conflict with the interest of the Company at large.

(ii) No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets for non-compliance by the Company during the year.

(iii) The Company has not since opted for whistle blower policy.

(iv) All mandatory requirement as applicable to the Company are being complied with and the Company has also adopted the non-mandatory requirement relating to the Remuneration Committee.

(v) Management Discussion and Analysis forms part of the Annual Report.

8. **Means of Communication**

a) At present quarterly/half yearly reports are not being sent to each household of shareholders.

b) The quarterly/half yearly results are published in leading English & Hindi Newspapers and are also displayed on website of the Company-www.aajtak.com along with official news releases and presentations. Full version of the Annual Report, Corporate Governance Report, financial results and shareholding pattern of the Company are/shall be posted on the Electronic Data Information Filing and Retrieval (EDIFAR) website namely www.sebiedifar.nic.in. The website is also accessible through hyperlink 'EDIFAR' from SEBI's official website, "www.sebi.gov.in". The same is also being sent to the institutional investors and to the analysts.

9. **General Shareholder information**

a. **Annual General Meeting**

Date : August 27, 2009.

Venue : M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, (Shree Delhi Gujrati Samaj), 2, Raj Nivas Marg, Delhi-110054.

Time : 1:00 P.M.

b. **Financial Calendar**

The next financial year 2009-10 ends on March 31, 2010. The tentative dates for approval of un-audited financial results are as follows:

Quarter ending June 30, 2009 : last week of July, 2009

Quarter ending September 30, 2009 : last week of October, 2009

Quarter ending December 31, 2009 : last week of January, 2010

Quarter ending March 31, 2010 : last week of April, 2010 (un audited) / last week of June, 2010 (audited)

c. **Book Closure**

The register of members and share transfer records of the company shall remain closed from August 18, 2009 to August 27, 2009 (both days inclusive).

d. **Dividend Payment Date:** September 1, 2009

e. **Listing in stock exchanges and stock codes**

The names of the Stock Exchanges at which the equity shares are listed and the respective stock codes are as under:

Name of the Stock Exchanges	Stock Code/Symbol
Bombay Stock Exchange Limited	532515
National Stock Exchange of India Ltd.	TVTODAY

Listing fee for the financial year ended March 31, 2009, as payable to the aforesaid Stock Exchanges, has already been paid.

The ISIN number allotted to the company for dematerialization of shares is as under:

NSDL - INE 038F01029

CDSL - INE 038F01029

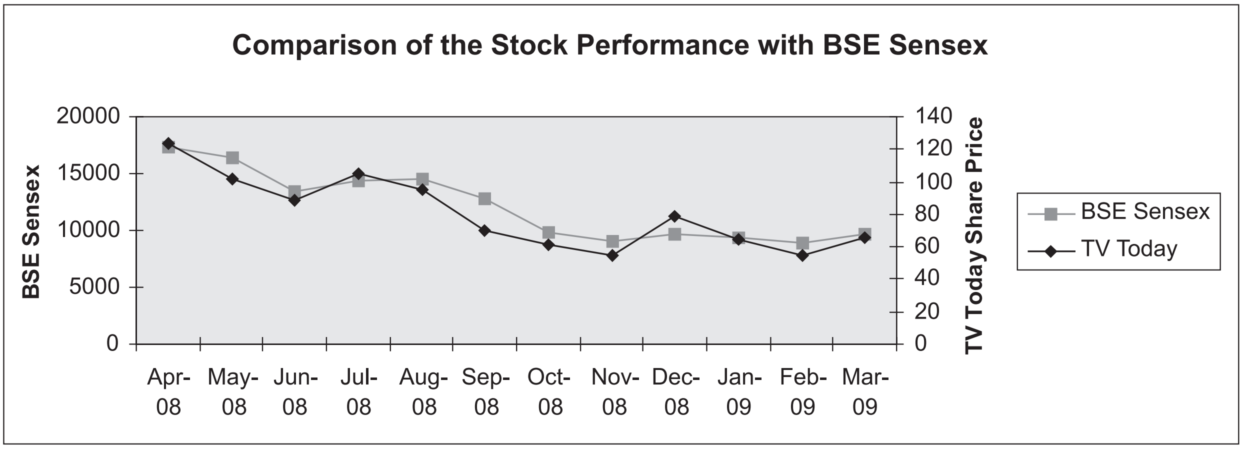
f. Market Price Data

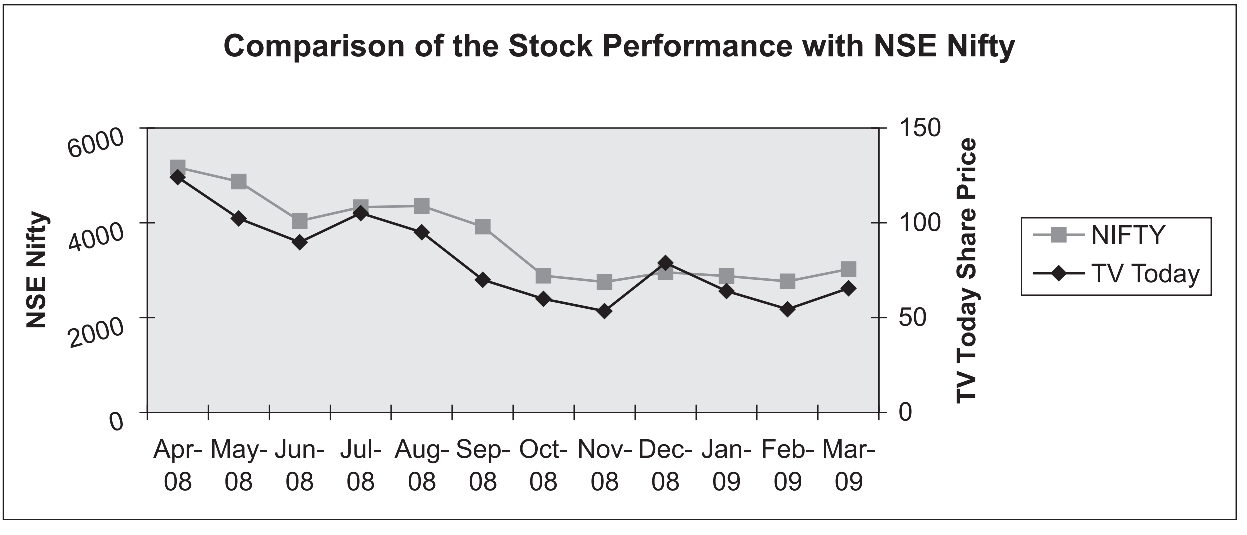
The High/Low of the market price of the Company's equity shares traded on the Bombay Stock Exchange Limited, and National Stock Exchange of India Limited, during the financial year ended 31st March 2009 were as follows:

Month	BSE		NSE	
	High	Low	High	Low
April 2008	131.90	95.60	131.55	95.60
May 2008	128.10	99.30	128.30	99.15
June 2008	112.90	72.80	113.60	85.05
July 2008	112.80	81.05	112.50	81.00
August 2008	109.00	92.10	108.00	92.00
September 2008	98.00	65.00	97.90	62.10
October 2008	79.80	46.60	74.90	47.50
November 2008	69.70	49.00	73.00	48.00
December 2008	89.45	51.00	89.30	51.80
January 2009	85.00	62.50	86.90	62.00
February 2009	69.45	53.50	69.85	53.40
March 2009	85.70	53.25	86.40	52.20

(Source: www.bseindia.com) (Source: www.nseindia.com)

g) Performance of Company's equity shares in comparison to BSE Sensex & NSE Nifty:





h) Registrar & Share Transfer Agent

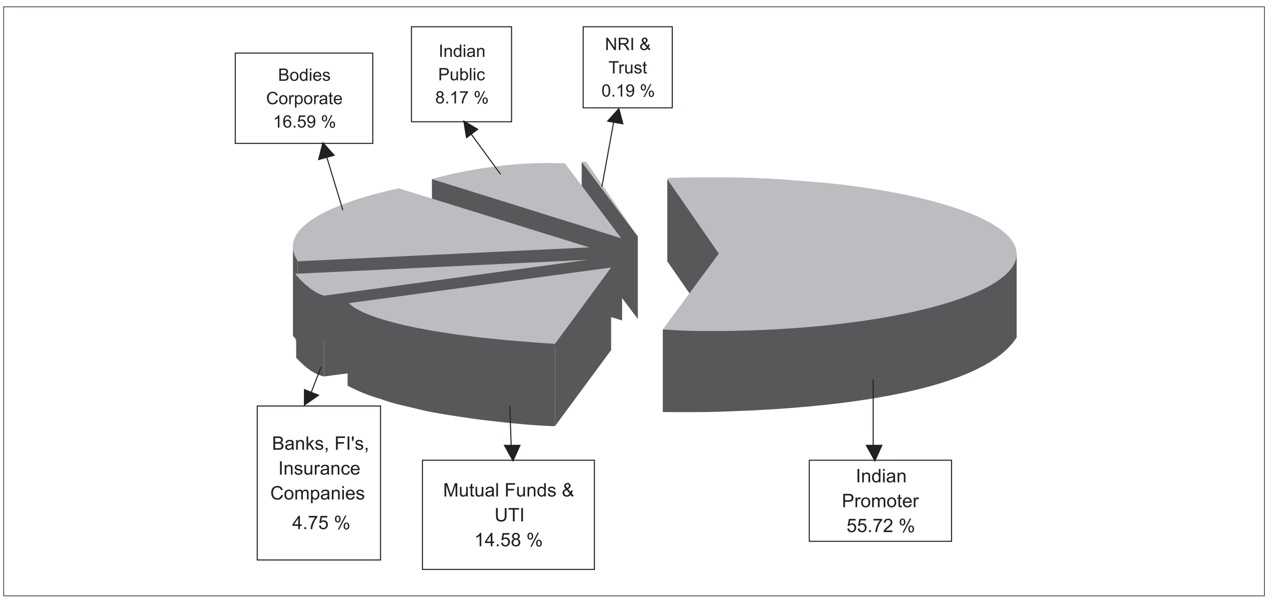
M/s MCS Limited
F-65, Okhla Industrial Area
Phase-I, New Delhi-110020
Ph. 011-41406149/51-52
Fax No. 011-41709881
E-mail: admin@mcsdel.com

i) Share Transfer Systems

All share transfers are handled by company's Registrar & Share Transfer Agent. Share transfers in physical form are registered within a month from the date of receipt, provided the documents are found to be in order.

j) Distribution of shareholding as on 31st March 2009

Number of Equity Shares held	Shareholders		Shareholding	
	Numbers	%	No. of Shares	%
1 to 500	24668	94.42	2522621	4.35
501 to 1000	783	3.00	636319	1.10
1001 to 2000	339	1.30	513170	0.89
2001 to 3000	100	0.38	257108	0.44
3001 to 4000	47	0.18	164618	0.28
4001 to 5000	43	0.16	203087	0.35
5001 to 10000	75	0.29	559201	0.97
10001-50000	45	0.17	986631	1.70
50001-100000	8	0.03	544409	0.94
Above 100000	19	0.07	51580704	88.98
Total	26127	100.00	57967868	100.00



k. Shares held in physical and dematerialised form

As on 31st March 2009, 44.26% of the Company's total equity shares representing 2,56,58,383 shares were held in dematerialized form and 55.74 % equity shares representing 32,309,485 shares were held in physical form. The shares of the Company are traded in 'B1' group in BSE.

l. There are no outstanding GDR's/ADR's/Warrants/convertible instruments.

m. Plant Location

Not Applicable

n. **Address for Correspondence:**
T.V. Today Network Limited
Videocon Tower,
E-1, Jhandewalan Extension,
New Delhi-110055.
Telephone: 011-23684878, 23684888
Fax: 011-41540231
E-Mail – ashok.vermani@aajtak.com.

o. **Bank details in respect of Shares held in dematerialized form**

Shareholders holding shares in electronic form may give instructions regarding bank details, which they wish to incorporate on their dividend warrants, to their depository participants. As per the regulations of NSDL and CDSL, the company is obliged to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of TV Today Network Limited

1. I have reviewed the implementation of Corporate Governance procedures by TV Today Network Limited (the Company) during the year ended March 31,2009, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

4. On the basis of my review and according to the best of my information and according to the explanations given to us, the Company is already complying with the conditions of Corporate Governance, as stipulated in the Clause 49 of the listing agreement (s) with the Stock Exchanges as in force.

Shalini Sharma
Membership No. FCS - 5911
Certificate of Practice No. 6091

For & on behalf of
S. Joshi & Associates
Company Secretaries

Place : New Delhi
Date : June 18, 2009

DECLARATION ON THE COMPLIANCE WITH THE CODE OF CONDUCT

Members,

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

It is hereby certified that all the members of the Board and senior management personnel have conformed to and complied with the “Code of Conduct” during the financial year 2008-09 and that there has been no instances of violation of the Code.

Place: New Delhi	Aroon Purie
Date: June 18, 2009	*Chairman & Managing Director*

AUDITORS' REPORT TO THE MEMBERS OF T.V. TODAY NETWORK LIMITED

1. We have audited the attached Balance Sheet of TV Today Network Limited (TVTN), as at March 31, 2009 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we further report that:

   i. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

   (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed.

   (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.

   ii. The Company does not have any inventory and hence clause (ii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   iii. (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act, , hence clause (iii) (a) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable

   (b) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act, hence clause (iii) (a) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable

   iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

   v. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.

   (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

   vi. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

   vii. In our opinion, the company has an internal audit system commensurate with its size and nature of its business.

   viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the company.

   ix. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities, though there has been a slight delay in a few cases, which have not been serious.

   (b) According to the information and explanations given to us and the records of the company examined by us, the particulars of dues of sales-tax, income-tax, customs duty, wealth tax, excise duty and cess as at 31 March 2009 which have not been deposited on account of a dispute, are as follows -

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Income tax	6,775,312	Assessment Year 05-06	CIT Appeals

x. The company has no accumulated losses as at 31 March, 2009 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

xi. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

xii. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/societies are not applicable to the company.

xiv. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.

xv. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

xvi. The company has not obtained any term loans.

xvii. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.

xviii. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.

xix. The company has not issued any debentures and there are no debentures outstanding as at year end. Hence, clause (xix) of paragraph 4 of the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

xx. The Company has not raised any money by public issues during the year.

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

4. Without qualifying our opinion, we draw attention to Note 15 on Schedule Q(B) to the financial statements. Investments include Rs. 11,000,000, being investment made by TVTN in Radio Today Broadcasting Limited (RTBL), a fellow subsidiary and Loans and Advances include Rs. 551,226,607, being loan given by the Company to RTBL, including interest charged thereon. As mentioned in the note, based on an independent valuation carried out and a restructuring under examination, the Company is of the view that there is no permanent diminution in the carrying value of above investment and loan in RTBL and accordingly, no provisions therefor are considered necessary.

   The carrying value of Investment and Loan is dependant on above, the outcome of which cannot be presently determined.

5. Further to our comments in paragraph 3 above, we report that:

   (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;

   (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

   (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;

   (e) On the basis of written representations received from the directors, as on March 31, 2009 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

   (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:

      (i) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2009;

      (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and

      (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Sd/-
USHA RAJEEV
Partner
Membership No. F-87191

For & on behalf of
PRICE WATERHOUSE
Chartered Accountants

Place: New Delhi
Dated: June 18, 2009

BALANCE SHEET AS AT MARCH 31, 2009

	Schedule	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
I. Sources of Funds			
(1) Shareholders' Funds:			
(a) Capital	A	**289,839,340**	290,045,000
(b) Employee Stock Options Outstanding	A (a)	**3,329,824**	1,735,999
(c) Reserves and surplus	B	**2,922,648,293**	2,640,645,401
Net Deferred Tax Liability/ (Asset)	Q[B(4)]	**(17,765,858)**	19,102,067
TOTAL		**3,198,051,599**	2,951,528,467
II. Application of Funds			
(1) Fixed Assets			
(a) Gross block	C	**1,624,457,272**	1,566,068,685
(b) Less: Depreciation		**974,837,602**	789,212,844
(c) Net block		**649,619,670**	776,855,841
(d) Capital work - in - progress		**307,198,168**	77,066,412
		956,817,838	853,922,253
(2) Investments	D	**532,956,001**	1,096,138,448
(3) Current Assets, Loans and Advances			
(a) Sundry debtors	E	**652,926,177**	795,740,377
(b) Cash and bank balances	F	**909,903,141**	485,556,562
(c) Loans and advances	G(a)	**682,148,493**	305,514,936
(d) Other Current Assets	G(b)	**20,917,690**	11,662,350
		2,265,895,501	1,598,474,225
Less: Current Liabilities and Provisions			
(a) Liabilities	H	**459,082,534**	525,453,797
(b) Provisions	I	**98,535,207**	71,552,662
		557,617,741	597,006,459
Net Current Assets		**1,708,277,760**	1,001,467,766
(4) Miscellaneous expenditure to the extent not written off or adjusted	J	**–**	–
TOTAL		**3,198,051,599**	2,951,528,467
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	Q	-	

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

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

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-
Ashok Kumar Vermani	Gulab Makhija	Anil Mehra	Aroon Purie
GM - Legal & Company Secretary	*VP - Finance & Accounts*	*Director*	*Chairman & Managing Director*

Place : New Delhi
Date : June 18, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

	Schedule	**For the Year Ended March 31, 2009 Amount (Rs.)**	For the Year Ended March 31, 2008 Amount (Rs.)
INCOME			
Revenue	K	**2,499,904,658**	2,310,581,441
Other Income	L	**242,079,742**	203,745,934
		2,741,984,400	2,514,327,375
EXPENDITURE			
Employee Cost	M	**697,781,999**	552,217,758
Production Cost	N	**268,754,519**	268,168,134
Administrative and Other Costs	O	**1,090,889,090**	861,793,407
Finance Charges	P	**1,366,628**	939,183
Depreciation	C	**194,212,923**	160,055,729
Deferred Revenue Expenditure written off	J	**–**	2,893,993
		2,253,005,159	1,846,068,204
Profit before taxation and Employee Stock Compensation Expense		**488,979,241**	668,259,171
Employee Stock Compensation Expense [Refer Note 6 on schedule Q(B)]		**1,593,825**	1,126,751
Profit after Employee Stock Compensation Expense		**487,385,416**	667,132,420
Current Tax		**175,107,327**	230,295,101
Deferred Tax		**(36,867,925)**	(10,778,917)
Fringe Benefit Tax		**13,647,668**	12,083,161
Tax Expenses		**151,887,070**	231,599,345
PROFIT AFTER TAXATION		**335,498,346**	435,533,075
Balance brought forward		**1,108,388,231**	823,755,878
Profit available for appropriation		**1,443,886,577**	1,259,288,953
Proposed Dividend		**43,475,901**	43,506,750
Corporate Dividend Tax on Proposed Dividend		**7,388,729**	7,393,972
Transfer to General Reserves		**50,000,000**	100,000,000
Balance carried forward to Balance Sheet		**1,343,021,947**	1,108,388,231
Earnings Per Share of nominal value of Rs. 5 each [Refer Note 7 Schedule Q(B)]		**5.78**	7.51
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	Q		

This is the Profit & Loss Account referred to in our report of even date.

The Schedules referred to above form an integral part of the Profit & Loss Account.

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-
Ashok Kumar Vermani
GM - Legal & Company Secretary

Sd/-
Gulab Makhija
VP - Finance & Accounts

Sd/-
Anil Mehra
Director

Sd/-
Aroon Purie
Chairman & Managing Director

Place : New Delhi
Date : June 18, 2009

FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - A		
SHARE CAPITAL		
Authorised		
68,000,000 (Previous year 68,000,000) Equity Shares of Rs. 5/- each	**340,000,000**	340,000,000
300,000 (Previous year 300,000) Preference Shares of Rs 100/- each	**30,000,000**	30,000,000
	370,000,000	370,000,000
Issued, Subscribed and Paid-up		
57,967,868 (Previous year- 58,009,000) Equity shares of Rs. 5/- each fully paid up	**289,839,340**	290,045,000
32,300,000 (Previous year- 32,300,000) Equity shares of Rs.5/- each are held by Living Media India Limited, the holding company		

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE A (a)		
[Refer Note 6 Schedule Q(B)]		
Employee Stock Options Outstanding		
Stock options granted during the year	**5,800,000**	4,026,250
Less: Deferred employee compensation expense	**2,470,176**	2,290,251
TOTAL	**3,329,824**	1,735,999

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - B		
RESERVES AND SURPLUS		
Securities Premium		
Opening Balance	**1,207,257,170**	1,206,633,020
Add: Share premium received on issue of Equity Shares	**–**	624,150
Less: Share premium adjusted on Buy back of Equity shares	**2,630,824**	–
Closing Balance	**1,204,626,346**	1,207,257,170
General Reserve		
Opening Balance	**325,000,000**	225,000,000
Add: Additions during the year	**50,000,000**	100,000,000
	375,000,000	325,000,000
Profit & Loss Account		
Balance transferred from the Profit and Loss Account	**1,343,021,947**	1,108,388,231
TOTAL	**2,922,648,293**	2,640,645,401

FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009

SCHEDULE - C
FIXED ASSETS
[Refer Notes (b), (c) and (d) of Schedule Q (A)]

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-4-2008 Rs.	Additions Rs.	Deletions/ Adjustments Rs.	As at 31-03-2009 Rs.	As at 31-03-2008 Rs.	For the year Rs.	Deletions/ Adjustments Rs.	As at 31-03-2009 Rs.	As at 31-03-2009 Rs.	As at 31-03-2008 Rs.
Leasehold Land	120,359,050	-	-	120,359,050	4,946,757	1,648,919	-	6,595,676	113,763,374	115,412,293
Leasehold Improvements	75,925,030	-	-	75,925,030	52,322,156	10,563,664	-	62,885,820	13,039,210	23,602,874
Plant & Machinery	1,128,486,844	43,131,675	2,207,512	1,169,411,007	611,861,061	147,391,062	1,659,606	757,592,517	411,818,490	516,625,783
Computers	54,030,043	5,258,211	5,796,360	53,491,894	33,003,573	7,607,745	5,267,874	35,343,444	18,148,450	21,026,470
Office Equipments	33,349,645	461,035	177,443	33,633,237	18,423,524	3,350,936	131,274	21,643,186	11,990,051	14,926,121
Furniture & Fixtures	27,239,332	1,613,266	-	28,852,598	9,951,588	1,870,676	-	11,822,264	17,030,334	17,287,744
Vehicles	57,254,765	15,783,836	3,687,945	69,350,656	10,493,440	11,051,044	1,529,411	20,015,073	49,335,583	46,761,325
Intangible Assets										
- Production Software	66,138,543	4,009,824	-	70,148,367	44,925,312	10,728,877	-	55,654,189	14,494,178	21,213,231
- Computer Software	3,285,433	-	-	3,285,433	3,285,433	-	-	3,285,433	-	-
TOTAL	**11,566,068,685**	**70,257,847**	**11,869,260**	**1,624,457,272**	**789,212,844**	**194,212,923**	**8,588,165**	**974,837,602**	**649,619,670**	**776,855,841**
Capital work-in-progress (Includes capital advances amounting to Rs. 10,791,662; Previous year Rs. 75,260,457)									**307,198,168**	**77,066,412**
Total									**956,817,838**	**853,922,253**
PREVIOUS YEAR	1,604,721,292	89,327,326	127,979,933	1,566,068,685	725,418,055	160,055,729	96,260,940	789,212,844	776,855,841	

FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - D		
Investments - at cost		
[Refer Note (g) of Schedule Q(A) and Note 3 Schedule Q(B)]		
Long Term		
Trade Investments (Unquoted)		
Radio Today Broadcasting Limited 1,100,000/- equity shares (Previous Year 1,100,000 equity shares) of Rs. 10/ per share fully paid-up	**11,000,000**	11,000,000
In Subsidiary (Unquoted)		
T.V. Today Network (Business) Limited 1,50,000 equity shares (Previous Year 1,50,000) of Rs. 10/- each fully paid-up	**1,500,000**	1,500,000
Non trade investments		
In Mutual Funds (Quoted)		
Nil units (Previous Year 5,741,704 units) of UTI FTIF-20 Series-III	–	57,417,049
Nil units (Previous Year 5,000,000 units) of HDFC 26M FMP	–	50,000,000
Nil units (Previous Year 3,000,000 units) of Birla Fixed Term Plan Series	–	30,000,000
Nil units (Previous Year 4,000,000 units) of Principal PNB Fixed Maturity Plan 540 Days	–	40,000,000
Nil units (Previous Year 4,000,000 units) of Prudential ICICI FMP Series-34-16 month FMP	–	40,000,000
Nil units (Previous Year 3,000,000 units) of JMM Mutual Fund 15 Month FMP growth	–	30,000,000
Nil units (Previous Year 5,000,000 units) of SBI SDFS 15 Months fund	–	50,000,000
Nil units (Previous Year 4,000,000 units) of LIC MF Series-20	–	40,000,000
Nil units (Previous Year 5,000,000 units) of ICICI Prudential FMP Series-39-18 months	–	50,000,000
Nil units (Previous Year 5,000,000 units) of Kotak FMP 16M Series 2	–	50,000,000
5,000,000 units (Previous Year 5,000,000 units) of Birla Fixed Term Plan Series-AK	**50,000,000**	50,000,000
10,000,000 units (Previous Year 10,000,000 units) of DSP Merrillynch FMP-15M Series-2	**100,000,000**	100,000,000
10,000,000 units (Previous Year 10,000,000 units) of HDFC FMP 18M 2008	**100,000,000**	100,000,000
10,000,000 units (Previous Year 10,000,000 units) of DSP Merrillynch FMP-13M Series-1	**100,000,000**	100,000,000
Nil units (Previous Year 5,000,000 units) of Kotak FMP 13M Series 4	–	50,000,000
10,000,000 units (Previous Year 10,000,000 units) of SBI SDFS 13 Months fund	**100,000,000**	100,000,000
5,000,000 units (Previous Year Nil units) of Fidelity 370 days FMP Series-1 Plan C	**50,000,000**	–
1,439,232 units (Previous Year Nil units) of Prudential ICICI Gilt Fund- Investment Plan	**20,000,000**	–
Current, Non Trade		
In Mutual Funds (Quoted)		
Nil units (Previous Year 3,002,551 units) of UTI-Fixed Maturity Plan FMP 08-07/IG	–	30,025,507
Nil units (Previous Year 1,020,672 Nil units) of J M Arbitrage Advantage Fund	–	10,397,380
45,600 units (Previous Year 10,579,851 units) Templeton India Liquid Plus (TILP)	**456,001**	105,798,512
TOTAL	**532,956,001**	1,096,138,448

FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - E		
SUNDRY DEBTORS (Unsecured)		
Outstanding for a period exceeding six months		
- Considered good	**51,582,939**	57,577,199
- Considered doubtful	**40,800,433**	26,588,720
	92,383,372	84,165,919
Other Debts		
- Considered good	**601,343,237**	738,163,179
- Considered doubtful	**8,672,045**	3,329,520
	610,015,283	741,492,699
Total	**702,398,655**	825,658,618
Less: Provision for doubtful debts	**49,472,478**	29,918,241
TOTAL	**652,926,177**	795,740,377
SCHEDULE - F		
CASH AND BANK BALANCE		
Cash in hand	**561,882**	283,941
Balance with scheduled banks		
- Current Accounts	**12,460,686**	17,695,175
- Dividend Accounts	**880,573**	702,625
- Deposit Accounts	**896,000,000**	466,874,821
TOTAL	**909,903,141**	485,556,562
SCHEDULE - G		
a) LOANS & ADVANCES		
(Unsecured, considered good, unless otherwise stated)		
Advance Income Tax [Net of Provision for Income Tax Rs. 1,051,232,107 (Previous Year Rs. 876,124,781)]	**35,925,941**	36,524,253
Advance Fringe benefit Tax [Net of Provision for FBT Rs. 47,376,255 (Previous Year Rs. 33,764,526)]	**508,710**	674,160
Advances recoverable in cash or in kind or for value to be received *	**94,487,235**	103,283,319
Loan to fellow subsidiary	**551,226,607**	165,033,204
	682,148,493	305,514,936
Considered doubtful	**7,694,742**	3,539,504
Less: Provision for doubtful Advances	**7,694,742**	3,539,504
	–	–
TOTAL	**682,148,493**	305,514,936

* Includes amounts due from directors Rs. Nil (Previous Year Rs. 803,964) and maximum outstanding balance at any time during the year of Rs. 969,406 (Previous Year Rs. 863,035)

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
b) OTHER CURRENT ASSETS		
(Unsecured, considered good, unless otherwise stated)		
Interest receivable	**20,917,690**	11,662,350
TOTAL	**20,917,690**	11,662,350

FORMING PART OF THE BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - H		
CURRENT LIABILITIES		
Sundry Creditors		
- Due to Small Scale and Ancillary Undertakings	**–**	–
- Total outstanding due to creditors other than micro, and small enterprises	**296,463,247**	325,010,666
Other Liabilities	**118,720,593**	158,050,627
Advances from Customers	**17,626,336**	18,873,219
Security Deposits	**25,391,785**	22,816,660
Un-Claimed Dividend *	**880,573**	702,625
TOTAL	**459,082,534**	525,453,797

* No amount is payable to Investor Protection Fund.

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - I		
PROVISIONS		
Provision for Gratuity [Refer Note 5(II) on schedule Q(B)]	**2,531,610**	310,853
Provision for Leave Encashment [Refer Note 5(II) on schedule Q(B)]	**45,138,967**	20,341,087
Proposed Dividend	**43,475,901**	43,506,750
Corporate Dividend Tax on Proposed dividend	**7,388,729**	7,393,972
TOTAL	**98,535,207**	71,552,662

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - J		
MISCELLANEOUS EXPENDITURE		
(to the extent not written off or adjusted)		
[Refer Note (j) Schedule Q(A)]		
Deferred Revenue Expenditure		
Opening Balance	**–**	2,893,993
Less : Amortization for the year	**–**	2,893,993
TOTAL	**–**	–

FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
SCHEDULE - K		
REVENUE		
Income from Broadcasting Operations	**2,499,904,658**	2,309,148,216
Income from other operations	**–**	1,433,225
	2,499,904,658	2,310,581,441
SCHEDULE - L		
OTHER INCOME		
Interest on Bank Deposits [Gross of Tax deducted at source Rs.11,312,042 (Previous Year Rs. 19,641,061)]	**53,890,189**	89,513,615
Other Interest Income [Gross of Tax deducted at source Rs. 10,604,377 (Previous Year Rs. 1,428,043)]	**46,797,979**	6,461,247
Dividend Income (from non trade investments)	**7,955,554**	10,305,565
Miscellaneous Income (Includes Prior period Income of Rs.1,051,782 (Previous Year Rs. 22,448)	**3,156,837**	2,262,893
Fees from training	**3,673,262**	4,531,077
Gain on sale of Investment (Net) (from non trade investments)	**61,228,167**	21,270,016
Provisions/Balances no longer required written back	**60,648,127**	69,401,521
Foreign Exchange Fluctuation (net)	**4,729,627**	–
	242,079,742	203,745,934
SCHEDULE -M		
EMPLOYEE COST		
Salaries, Wages and Allowances *	**602,733,724**	487,825,272
Contribution to Provident and Other Funds	**66,814,478**	38,805,333
Staff and Workers' Welfare	**7,287,386**	6,087,395
Managerial Remuneration	**20,946,411**	19,499,758
	697,781,999	552,217,758

* Excluding amortisation of Deferred ESOP cost

SCHEDULE - N		
PRODUCTION COST		
Reporting Expenses	**66,919,495**	59,329,061
Up linking Charges	**25,989,110**	27,628,549
Assignment Charges	**2,074,639**	2,247,784
Production Expenses	**90,322,271**	77,129,610
Subscription	**12,251,845**	12,838,152
Consumables	**6,637,882**	5,296,529
Transponder Lease Rentals	**60,828,891**	53,503,872
Programme Procurement	**3,730,386**	30,033,039
Purchase of Tapes	**–**	161,538
	268,754,519	268,168,134

FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

SCHEDULE - O
ADMINISTRATIVE AND OTHER COSTS

	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
Advertising, Distribution and Sales Promotion	**675,323,003**	462,539,548
Communication Expenses	**32,256,334**	32,184,632
Travelling and Conveyance	**75,321,548**	68,874,304
Car Hire Charges	**34,581,202**	30,697,559
Rent [Refer note 12 on schedule Q(B)]	**60,702,890**	61,291,664
Legal and Professional Charges	**10,196,091**	10,544,938
Electricity and Water	**29,433,431**	26,508,615
Vehicle Running and Maintenance	**7,491,465**	6,766,278
Insurance	**10,069,928**	9,849,215
Agency Incentive	**15,990,778**	23,770,858
Housekeeping	**27,201,300**	26,884,488
Repairs and Maintenance		
- Plant & Machinery (Net of Insurance claim)	**25,882,212**	27,834,931
- Other	**8,490,384**	6,937,044
Newspapers and Periodicals	**777,366**	656,466
Business Promotion	**16,264,230**	9,345,781
Foreign Exchange Fluctuation (net)	**–**	1,085,724
Printing and Stationery	**3,521,933**	3,614,829
Freight and Courier	**1,931,340**	2,166,457
Guard Services	**5,334,458**	4,883,677
Rates and Taxes	**3,039,092**	3,232,167
Bad Debts & Advances written off	**–**	80,861
Provision for Doubtful Debts & Advances	**34,997,346**	15,531,413
Loss (Net) on Sale of Fixed Assets	**1,611,868**	4,129,519
Fixed Assets written off	**–**	15,012,424
Technical Consultancy Fees	**3,119,282**	2,235,000
Software Expenses	**2,478,287**	1,067,931
Miscellaneous Expenses [Includes prior period expenditure of Rs. 78,072 (Previous Year Rs. 382,684)]	**3,134,586**	4,067,084
Diminish in value of Investment	**1,738,736**	–
	1,090,889,090	861,793,407

SCHEDULE - P
INTEREST & FINANCE CHARGES

	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
Interest		
- Cash Credit	**60,545**	43,528
- Others	**9,283**	–
Guarantee Commission	**77,501**	187,751
Finance Charges	**1,219,299**	707,904
Total	**1,366,628**	939,183

SCHEDULE - Q

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Convention

The financial statements are prepared under the historical cost convention, on a going concern basis in accordance with the generally accepted accounting principles and the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956 as adopted consistently by the Company.

The Company follows mercantile system of accounting and recognizes items of income and expenditure on accrual basis.

b. Fixed Assets

Fixed assets are stated at their original cost and include all expenses relating to acquisition and installation.

The signals of the television channels of the Company are received by the affiliates by use of digital satellite receivers. These assets are generally installed at the affiliates and the user charges / license fees recovered, if any, are reflected in Income from other operations in the Profit & Loss Account. The digital satellite receivers are reflected as 'Plant and Machinery' in the Fixed Assets Schedule.

c. Intangible Assets

Acquired Intangible Assets are stated at their original cost and include all expenses relating to acquisition and installation.

d. Depreciation

- Depreciation on Fixed Assets (other than Leasehold Improvements, Digital Satellite Receiver boxes and Intangibles) is provided on straight-line method at the rates prescribed in Schedule XIV on triple shift basis.
- Leasehold Land and Leasehold Improvements are written off over the period of the lease.
- Assets costing less than Rs. 5000/- are depreciated over a period of 12 months.
- Digital Satellite Receiver Boxes (included in Plant & Machinery) are being depreciated over the useful life of 3 years at the rate of 33.33% per annum on straight-line method.
- Depreciation on Intangibles:

  (Computer/Production Software): Depreciated on Straight Line basis over estimated useful life of the software on a case to case basis.

e. Revenue recognition

- **Income from broadcasting operations:** Advertisement Revenue is recognized for the period for which services have been provided and for which there is certainty of ultimate collection, Subscription revenue is recognized on the basis of the terms of the contract with the distributor.
- Revenue from other operations is recognized as per terms of agreement, when risk and rewards of ownership are substantially transferred to buyer.
- Interest on refunds is recognized when the ultimate collection is reasonably certain.

f. Inventory

Inventory consists of blank video tapes used in the sale of recorded tapes and is valued at lower of cost or net realizable value. Cost is taken on First In First Out (FIFO) basis.

Blank videotapes, which are not used in the sale of Recorded Tapes, are charged off as expense in the books at the time of their purchase.

g. Investments

Long-term investments are stated at cost unless there is a permanent decline in the carrying value thereof, in which case, it is provided for. Current Investments are stated at lower of cost or market value.

h. Employee benefits

(a) Short Term Employee Benefits

Short term employee benefits are recognised in the period during which the services have been rendered.

(b) Long Term Employee Benefits

i) Defined Contribution plan

Provident Fund and employees' state insurance schemes

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12.0%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance schemes and employee's pension schemes, which are also defined contribution schemes recognized and administered by the Government of India.

The Company's contributions to both these schemes are expensed in the Profit and Loss Account. The Company has no further obligations under these plans beyond its monthly contributions.

(ii) Defined benefit plan

Leave Encashment - The Company has provided for the liability at year end on account of unavailed earned leave as per the actuarial valuation as per the Projected Unit Credit Method.

Gratuity - The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Accounting Standard 15 (revised), "Employee Benefits". Gratuity Fund is recognized by the income tax authorities and is administered and managed by the Life Insurance Corporation of India ("LIC").

(iii) Termination benefits are recognized as an expense immediately. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Profit and Loss Account as income or expense.

i. Foreign currency transactions

- Foreign exchange transactions during the year are recorded at the exchange rates prevailing on the dates of the transactions. Gains or losses out of fluctuations in rate between transaction date and settlement date in respect of revenue and expense items are recognized in the Profit and Loss Account.
- Monetary Assets and Liabilities are translated into rupees at the exchange rates prevailing at year-end rate and overall net gain/loss is adjusted in the Profit and Loss Account.

j. Miscellaneous Expenditure

- Expenditure incurred in the initial period of operations on market launch, including advertising & brand building has been considered as deferred revenue expenditure and charged off over a period of 5 years from the year in which such expenditure is incurred.
- Expenditure incurred in the financial year 2002-03 which was related to indirect expenditure for expansion for its new television channel titled "Headlines Today" has been considered as deferred revenue expenditure in accordance with the Guidance Note on "Treatment of Expenditure during Construction Period" of the Institute of Chartered Accountants of India to be charged off over a period of 5 years from the year in which such expenditure is incurred on a pro-rata basis.

k. Taxes on Income

Tax expense for the Year, comprising current tax and deferred tax is included in determining the net profit for the year.

Deferred tax is recognized for all deductible timing differences and deferred tax assets are carried forward to the extent there is reasonable certainty that sufficient future taxable profits will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date.

l. Leases

Lease of assets under which significant risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as expense in the profit and loss account, on a straight - line basis over the lease term.

m. Earnings per Share

The Company reports basic and diluted earnings per equity share in accordance with AS – 20, Earning Per Share.

Basic EPS

The earnings considered in ascertaining the Company's basic EPS comprises the net profit after tax and include the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

Diluted EPS

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

n. Borrowing Cost

Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalized as a part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

o. Employee stock based compensation

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the Employee Stock Option Scheme of the Company, is recognized as deferred stock compensation expense and is amortized over the vesting period on the basis of generally accepting accounting principles in accordance with the guidelines of Securities and Exchange Board of India and guidance note issued by the Institute of Chartered Accountants of India.

p. Provisions

Provisions are recognized when the Company has a present obligation as a result of past event and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

q. Impairment of Assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' fair value less costs to sell and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

B. NOTES TO ACCOUNTS

1. Capital Commitments/Contingent Liabilities:

(a) Estimated amounts of contract remaining to be executed on capital account, net of advances, not provided for Rs. 208,699,397 (Previous year Rs. 16,752,757)

(b) (i) During the year, with respect to the disputed statement of claim dated 28th September, 2004 received from Prasar Bharti towards uplinking charges of Rs. 21,420,430 for the period February 1995 to March, 1998 plus 18% interest per annum thereon from March 1998 onwards, the arbitrator has proceeded with the hearings wherein the Company has disputed the statement of claim filed by Prasar Bharti and as directed by Arbitrator during the course of proceedings has filed its statement contradicting the statement of Prasar Bharti. However, for the period April 1998 to March 2000 no arbitration proceedings have commenced with respect to the claim of Prasar Bharti towards uplinking charges by the Arbitrator. Accordingly, no statement of claim for the latter has been filed with the arbitrator. In the opinion of the management, based on the facts of the case, the liability aggregating Rs. 10,643,605 made in these books in earlier years against the claim, is considered adequate.

(ii) During the year, with respect to the disputed statement of claim dated March 2, 2001 received from Prasar Bharti towards telecast fee of Rs. 13,234,607 for the period up to March 30, 2001 plus 18% interest per annum thereon from March 2001 onwards, the arbitrator has proceeded with the hearings. In the course of the proceedings, an application for interim award was made during the year by Prasar Bharti. The Arbitrator gave his interim-award vide order dated 01.12.2008 for a sum of Rs. 8,383,125 being the principal and interest calculated @18% p.a. from 08.03.2001 till the date of interim-award aggregating to Rs. 20,048,415 lacs in favour of Prasar Bharti and further interest @18% p.a. till the date of payment. An application has been filed before the Hon'ble High Court of Delhi under the provisions of the Arbitration and Conciliation Act for setting aside the order of interim-award, which is pending before the Hon'ble High Court. Thereafter hearings were held for the balance amount and further orders are awaited. In the opinion of the management, based on the facts of the case, the liability aggregating Rs. 21,357,004 made in the books against the claim, including interest, is considered adequate.

(c) The Company has received legal notice of claim / lawsuit filed against it in respect of programmes aired on the Channels. In the opinion of the management, no liability is likely to arise on account of such claim / lawsuit.

(d) The Company has received demand notices from Income Tax department amounting to Rs. 21,011,432 (Previous Year Rs. 21,011,432). The Company has contested the same and in the opinion of the management, no liability is likely to arise on account of such demand notices.

2. Particulars of Managerial Remuneration

(a) The remuneration paid to the managerial personnel during the year aggregates to:

(Amount Rs.)

	Managing Director	
Particulars	**31-03-2009**	31-03-2008
Commission	**21,506,398***	19,499,758*

* Subject to the approval of the Remuneration Committee.

(b) Computation of Managerial remuneration under section 349 of the companies Act, 1956-

	For the year ended March 31, 2009	For the year ended March 31, 2008
Profit before taxation	**488,979,241**	667,132,420
Add: Depreciation as per books	**194,212,923**	160,055,729
Add: (Profit)/Loss on sale of assets	**1,611,868**	4,129,519
Add: Provision for diminution in value of investments	**1,738,736**	-
Add: Excess of expenditure over income in respect of earlier years	**(973,710)**	-
Less: Gain on sale of Investment of Capital Nature	**(61,228,167)**	(21,270,016)
Depreciation under section 350 of the Companies Act, 1956	**(194,212,923)**	(160,055,729)
Add: Managerial remuneration	**21,506,398**	19,499,758
Profits for the purposes of Managing Directors' commission as per the Companies Act, 1956	**451,634,366**	669,491,681
Commission Paid/Payable @ 5 % (Previous Year 3%) of profit computed above	**21,506,398***	19,499,758

*Includes Perquisites amounting to Rs. 559,987. (Previous Year Rs. Nil)

3. Details of Investments purchased and sold/redeemed during the year: (Amount Rs.)

Particulars	For the year ended 31st March 2009			For the year ended 31st March 2008		
	Units Purchased During the year	Purchase At Cost	Units Sold	Units Purchased During the year	Purchase At Cost	Units Sold
P140IG Prudential ICICI Institutional FMP-15 Month Plan-Series–25	-	-	-	-	-	3,265,139
HDFC Fixed Term Series 6-Growth	-	-	-	-	-	4.000,000
Kotak FMP Series-14 Growth	-	-	-	-	-	1,500,000
ABN Amro Fixed Term Plan-Series1-regular Growth	-	-	-	-	-	2,500,000
HSBC Fixed Term series 6–Growth	-	-	-	-	-	1,000,000
Principal PNB Fixed Maturity Plan-series–1	-	-	-	-	-	2,000,000
Tata Fixed Horizon Fund Series–3 Scheme-G	-	-	-	-	-	2,000,000
Deutsche Fixed Term Fund-Series–5	-	-	-	-	-	1,000,000
UTI-Fixed Maturity Plan-YFMP-08 /6	-	-	-	-	-	5,310,100
HDFC 26MFMP	-	-	5,000,000	-	-	-
Principal PNB Fixed Maturity Plan-series 16	-	-	4,000,000	-	-	-
ICICI FMP Series -34 -16 Month FMP	-	-	4,000,000	-	-	-
Birla Fixed Term Plan- Series P	-	-	3,000,000	-	-	-
JMM Mutual Fund 15 Month FMP Growth	-	-	3,000,000	-	-	-
SBI SDFS 15 Months Fund	-	-	5,000,000	-	-	-
LIC MF Series–20	-	-	4,000,000	-	-	-
UTI Quarterly QFMP 02/07/	-	-	-	-	-	3,001,080
Templeton India Liquid Plus (TILP)	-	-	-	10,565,427	105,654,271	-
Kotak FMP 3M Series-15 Dividend	-	-	-	1,627,235	16,272,355	1,627,235
ABN Amro Fixed Term Plan-Series 1-Regular Growth	-	-	-	2,738,000	27,380,000	2,738,000
Kotak Quarterly FMP	-	-	-	2,000,000	20,000,000	2,000,000
UTI QFMP 06-07 Series – 2	-	-	-	3,001,140	30,011,401	3,001,140
UTI-Fixed Income Series-III Plan-20 Growth	-	-	5,741705	5,741,705	57,417,049	
ABN Amro Interval Fund-Quarterly Plan G	-	-	-	2,738,000	27,380,000	2,738,000
UTI YFMP 08-07 Series – IG	-	-	3,002,551	3,002,551	30,025,507	-
HSBC Fixed Term series 1- Growth	-	-	-	4,000,000	40,000,000	-
ICICI FMP Series – 18 Plan A	-	-	5,000,000	5,000,000	50,000,000	-
JMM Mutual Fund Arbitrage Fund	40,871	412,271	1,061,543	1,020,672	10,444,433	-
Kotak FMP 16M Series – 2	-	-	5,000,000	5,000,0000	50,000,000	-
HDFC FMP 18M January	-	-	-	10,000,000	100,000,000	-
Birla FMP AK Series	-	-	-	5,000,000	50,000,000	-
DSP Meryill Lynch FMP-15M – Series-2	-	-	-	10,000,000	100,000,000	-
DSP Meryill Lynch FMP-13M – Series-1	-	-	-	10,000,000	100,000,000	-
SBI Debt Fund Series–4	-	-	-	10,000,000	100,000,000	-
Kotak FMP 13 M Series – 4	-	-	5,000,000	5,000,000	50,000,000	-
Kotak FMP 12 Months Series–3	10,000,000	100,000,000	10,000,000	-	-	-
SBI Debt Fund Series 18 Months " 13	5,000,000	50,000,000	5,000,000	-	-	-
ICICI FMP Series 44 One Year Plan A	4,485,640	44,856,400	4,485,640	-	-	-
DWS FTF 51 Series 370 Days	5,000,000	50,000,000	5,000,000	-	-	-
PNB FMP-49 – 385 Days	4,541,413	45,414,134	4,541,413	-	-	-
FIDELITY 370 DAYS FMP-SERIES-1-PLAN C	5,000,000	50,000,000	-	-	-	-
ICICI Prudential Gilt Fund	1,439,232	20,000,000	-	-	-	-
Total		**360,682,805**			**964,585,016**	

4. **Deferred Tax**

The deferred tax liability comprises of the following:

Deferred Tax Assets/Liabilities arising from	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Provision for Bad & doubtful debts / advances charged in the financial statements but allowed as deduction under the Income Tax Act in future years (to the extent considered realizable)	19,431,138	11,372,288
Other disallowances as per the Income tax Act, 1961	4,710,227	8,193,553
Depreciation claimed as deduction under the Income Tax Act but chargeable in the financial statements in future years	(6,375,508)	(38,667,908)
Deferred Revenue Expenditure	-	(-)
Net Deferred Tax Assets / (Liability)	**(17,765,857)**	(19,102,067)

5. During the year, the Company has recognised the following amounts in the Profit and Loss Account

I. Defined Contribution Plans

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
- Employers' Contribution to Provident Fund *	20,391,386	16,309,691
- Employers' Contribution to Employee's State Insurance *	-	7,900
- Employers' Contribution to Employee's Pension Scheme 1995 *	6,160,211	5,465,508

* Included in Contribution to Provident and Other Funds under Employees' Cost (Refer Schedule M)

II. Defined Benefit Plans

(A) The assumptions used to determine the benefit obligations are as follows:

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	Employee's Gratuity Fund	Leave Encashment	Employee's Gratuity Fund
Discount Rate (per annum)	7.10%	7.10%	8.00%	8.00%
Rate of increase in Compensation levels	6.50%	6.50%	6.50%	6.50%
Expected Rate of Return on Plan Assets	Nil	9.25%	Nil	9.25%
Expected Average remaining working lives of employees (years)	26	26	27.09	27.09
Estimated term of benefit obligations (years)	12	12		

(B) Changes in the Present Value of Obligation **(Rs.)**

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	Employee's Gratuity Fund	Leave Encashment	Employee's Gratuity Fund
Present Value of Obligation as at April 1, 2008	19,157,626	24,001,092	15,551,357	20,846,988
Interest Cost	1,532,610	1,920,087	1,244,109	1,667,759
Past Service Cost	Nil	Nil	Nil	Nil
Current Service Cost	9,792,962	7,482,071	5,355,458	5,124,212
Curtailment Cost / (Credit)	Nil	Nil	Nil	Nil
Settlement Cost / (Credit)	Nil	Nil	Nil	Nil
Benefits paid	(1,926,459)	(961,943)	(6,237,696)	(3,321,952)
Actuarial (gain)/ loss on obligations	16,582,228	(2,637,827)	3,244,398	(315,914)
Present Value of Obligation as at March 31, 2009	45,138,967	35,079,134	19,157,626	24,001,093

(C) Changes in the Fair Value of Plan Assets **(Rs.)**

	As at March 31, 2009 Leave Encashment	As at March 31, 2009 Employee's Gratuity Fund	As at March 31, 2008 Leave Encashment	As at March 31, 2008 Employee's Gratuity Fund
Fair Value of Plan Assets as at April 1, 2008	Nil	23,690,240	Nil	11,862,394
Expected Return on Plan Assets	N.A	2,191,347	N.A	1,097,271
Actuarial Gains and Losses	N.A.	(61,548)	N.A.	182,469
Contributions	Nil	7,689,429	Nil	13,870,059
Benefits Paid	Nil	(961,943)	Nil	(3,321,953)
Fair Value of Plan Assets at March 31, 2009	Nil	32,547,525	Nil	23,690,240

(D) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets **(Rs.)**

	As at March 31, 2009 Leave Encashment	As at March 31, 2009 Employee's Gratuity Fund	As at March 31, 2008 Leave Encashment	As at March 31, 2008 Employee's Gratuity Fund
Present Value of funded Obligation as at March 31, 2009	45,138,967	35,079,134	19,157,626	24,001,093
Fair Value of Plan Assets as at the end of the period	Nil	32,547,525	Nil	23,690,240
Funded Status	(45,138,967)	(2,531,609)	(19,157,626)	(310,853)
Present Value of unfunded Obligation as at March 31, 2009	Nil	Nil	Nil	Nil
Unrecognized Actuarial (gains)/losses	Nil	Nil	Nil	Nil
Unfunded Net Asset/(Liability) Recognized in Balance Sheet	**(45,138,967)**	**(2,531,610)**	**(19,157,626)**	**(310,853)**

(E) Expense recognised in the Profit and Loss Account **(Rs.)**

	As at March 31, 2009 Leave Encashment	As at March 31, 2009 Employee's Gratuity Fund	As at March 31, 2008 Leave Encashment	As at March 31, 2008 Employee's Gratuity Fund
Current Service Cost	9,792,962	7,482,071	5,355,458	5,124,212
Past Service Cost	Nil	Nil	Nil	Nil
Interest Cost	1,532,610	1,920,087	1,244,109	1,667,759
Expected Return on Plan Assets	Nil	(2,191,347)	Nil	(1,097,271)
Curtailment Cost / (Credit)	Nil	Nil	Nil	Nil
Settlement Cost / (Credit)	Nil	Nil	Nil	Nil
Net actuarial (gain)/loss recognized in the period	16,582,228	2,699,375	3,244,398	(498,383)
Total Expenses recognized in the Profit & Loss Account	**27,907,800 ****	**9,910,186****	**9,843,965 ****	**5,196,317 ****

** Included in Contribution to Provident and Other Funds (Refer Schedule M)

(F) Constitution of Plan Assets **(Rs.)**

	As at March 31, 2009 Leave Encashment	As at March 31, 2009 Employee's Gratuity Fund	As at March 31, 2008 Leave Encashment	As at March 31, 2008 Employee's Gratuity Fund
Total of the Plan Assets	**Nil**	**32,547,525***	**Nil**	**23,690,240***

* The contribution is made to LIC and the split of Planned Assets has not been provided by LIC.

6. Employee Stock Option Plan – ESOP 2006

The Company instituted the Employee Stock Option Plan – (TVTN ESOP 2006), to grant equity – based incentives to its eligible employees. The TVTN ESOP 2006 had been approved by the board of directors in their meeting held on 21st August 2006 and by shareholders in their meeting held on 28th September 2006, for grant of 2,900,000 options representing one share for each option upon exercise by the employees of the Company at a exercise price determined by Board/Remuneration Committee. The equity shares covered under the scheme shall vest over a period of four years; vesting shall vary based on the meeting of the performance Criteria. The Optionee may exercise their vested options at any moment after the earliest applicable vesting date and prior to the completion of ten years from the grant date.

Pursuant to the scheme, the Remuneration Committee on June 24, 2008 granted 129,500 options to employees of the Company. 50% of options are granted at the market price and balance 50% of the options at a discount to the market price. Discount shall very from Rs. 0 to Rs. 30/- depending upon the meeting of the performance Criteria by the employee from year to year.

Accordingly the Company under the intrinsic value method has recognized the excess of the market price over the exercise price of the option amounting to Rs. 1,593,825 as an expense during the year. Further, the liability Outstanding as at the March 31, 2009 in respect of Employees Stock Options Outstanding is Rs. 5,800,000. The balance deferred compensation expense Rs. 3,329,824 will be amortized over the remaining vesting period of Options.

The movement in the options granted to employees during the year ended March, 31 2009 under the ESOP 2006 is set out below:

	First Grant	Second Grant	Third Grant	Fourth Grant
Date of Grant	**December 1, 2006**	**March 1, 2007**	**December1, 2007**	**June 24, 2008**
Market value on date of grant of the Underlying equity shares	Rs. 74.35	Rs. 134.85	Rs. 152.75	Rs. 93.15
Exercise Price (50% of options)	Rs. 74.35	Rs. 134.85	Rs. 152.75	Rs. 93.15
(balance 50% of options)*	Rs. 44.35	Rs. 104.85	Rs. 122.75	Rs. 63.15
Vesting Period	4 Years	4 Years	4 Years	4 Years
Options outstanding at the beginning of year (Nos)	207,750	55,000	15,000	—
Options granted (Nos)	—	—	—	129,500
Options forfeited (Nos)	11,250	—	—	—
Options exercised (Nos)	Nil	Nil	Nil	Nil
Options Expired (Nos)	Nil	Nil	Nil	Nil
Options outstanding at the end of year (Nos)**	196,500	55,000	15,000	129,500
Options Exercisable at the year end	54,750	16,500	1,500	Nil

* Maximum discount of Rs. 30/- which may very between Rs. 0 to Rs. 30/- based on the employee's performance.

** Weighted average remaining contractual life of 2.25 years.

The fair value of the options granted during the year under the TVTN ESOP-2006 is estimated on the date of grant using the Black-Scholes model with the following assumptions.

	TVTN ESOP 2006	TVTN ESOP 2006	TVTN ESOP 2006	TVTN ESOP 2006
Date of Grant	**December 1, 2006**	**March 1, 2007**	**December 1, 2007**	**June 24, 2008**
Risk Free Interest Rates	7.35%	7.87%	8.07%	8.83%
Expected Life*	10 Years	10 Years	10 Years	10 Years
Expected Volatility**	48.28%	55.44%	51.27%	58.35%
Expected Dividend	1.01%	0.56%	0.49%	0.83%

* Expected life is taken as the aggregate of the vesting and exercise period.

** Expected volatility is determined on the basis of the "share price – volume data" available at www.nseindia.com.

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

	Amount (Rs.)
Profit/(Loss) after tax as per Profit and Loss Accounts (a)	335,498,346
Add: Employee Stock Compensation Expense as per Intrinsic Value Method	1,593,825
Less: Employee Stock Compensation Expense as per Fair Value Method	7,549,656
Profit/(Loss) after tax recomputed for recognition of employee stock compensation expense under fair value method (b)	329,542,515
Basic and diluted Earnings per Share as computed on earnings as per (a) above (Rs.)	5.78
Basic and diluted Earnings per Share as computed on earnings recomputed as per (b) above (Rs.)	5.68

7. Earning per share

Description		**Year Ended March 31, 2009**	Year Ended March 31, 2008
Net profit after Tax (Rs.)	(a)	335,498,346	435,533,075
Number of equity share outstanding at the end of the year /weighted average of number of equity Shares used in computing basic earning per share (Nos)	(b)	58,008,024	58,001,500
Nominal Value per Share (Rs.)		5	5
Basic and Diluted earnings per share	(a/b) (Rs.)	5.78	7.51

Note: Potential conversion of the stock options granted is anti-dilutive and accordingly, has not been considered in the calculation of Diluted earnings per share.

8. Information pursuant to the provisions of paragraph 3, and 4 of Part-II of Schedule-VI to the Companies act, 1956:-

	2008-2009 Rs.	2007-2008 Rs.
(a) Value of imports on CIF basis		
Capital goods	87,790,185	24,724,234
(b) Income in Foreign Currency (Accrued basis)		
Income from Broadcasting	74,091,935	56,038,579
(c) Expenditure in Foreign Currency (Accrued basis)		
Traveling	14,893,491	11,837,834
Production Cost	95,282,333	72,274,367
Repair & Maintenance	1,121,505	2,445,902
Other Expenses	1,645,729	3,345,495
(d) Dividend in Foreign Currency		
Amount Remitted in Foreign Currency	Nil	Nil
Non resident Shareholders (Nos)	Not Applicable	Not Applicable
Number of shares held by them on which the dividends were due	Not Applicable	Not Applicable
Year to which the dividends relates	Not Applicable	Not Applicable
(e) Auditors Remuneration		
Statutory Audit (excluding service tax)	1,950,000	1,950,000
Tax Audit (excluding service tax)	100,000	100,000
Other Services	600,000	600,000
Out of Pocket Expenses	84,083	85,496

9. Quantitative Information for 2008-2009:

Particulars	Opening stock		Purchase		Sales		Closing Stock	
	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)
Tapes	-	-	-	-	-	-	-	-
	-	-	*(300)*	*(161,538)*	*(300)*	*(533,334)*	-	-

Note: Previous year figures are in italics and bracket

10. As identified and certified by the Company, Related Party Disclosures as per the requirement of Accounting Standard 18 issued by the Institute of Chartered Accountants of India:

(I). Name of the related party and nature of related party relationship where control exists:

(a) Key Management Personnel (KMP):
- Mr. Aroon Purie (Chairman & Managing Director)

(b) Entities Controlling the Company (Holding Companies):
- World Media Private Limited ^
- Living Media India Limited

(c) Subsidiary Companies :
- T.V. Today Network (Business) Limited

(d) Fellow Subsidiary Companies :
- Thomson Press (India) Ltd.
- Living Media International Ltd.
- Radio Today Broadcasting Limited
- Mail Today News Papers Ltd.*

(e) Companies under common control :
- Integrated Databases India Limited ^

(f) Others:
- Vasant Valley School

* became fellow subsidiary w.e.f 21st November 2007
^ there are no transactions during the year

(II). Transactions with related parties during the year in the ordinary course of business:

(Amount Rs.)

Name of Transaction	Holding Company	Companies under common control	Fellow Subsidiaries	KMP	Total
Purchase of Ad space/material*	20,676,960	-	-	-	20,676,960
	(17,304,733)	-	-	-	(17,304,733)
Income from Broadcasting operations*	8,147,734	-	11,462 ^	-	8,159,196
	(7,114,374)	-	-	-	(7,114,374)
Sale of recorded tapes*	-	-	-	-	-
	(600,000)	-	-	-	(600,000)
Management fee	600,000	-	-	-	600,000
	(600,000)	-	(1,200,000)**	-	(1,800,000)
Purchase of fixed Assets	-	-	-	-	-
	(221,115)	-	-	-	(221,115)
Sale of Fixed Assets	791,438	-	-	-	791,438
	-	-	-	-	-
SMS charges	719,646	-	-	-	719,646
	(615,630)	-	-	-	(615,630)
Screen Rent	11,163,340	-	-	-	11,163,340
	(7,480,146)	-	-	-	(7,480,146)
Rent payment made to related parties for use of common facilities/utilities	5,397,426	-	1,382,237**	-	6,779,663
	(5,315,749)	-	(2,359,500)	-	(7,675,249)
Rent charged to related parties for use of common facilities/utilities	47,877	-	4,518,909 ^	-	4,566,786
	(14,064)	-	(5,760,152)	-	(5,774,216)
Remuneration/fee paid	-	-	-	21,506,398	21,506,398
	-	-	-	(19,499,758)	(19,499,758)
Misc Inter-Company service received from related parties & other charges paid	3,276,977	-	1,417,610 **	-	4,694,587
	(2,228,381)	-	(1,110,896)**	-	(3,339,277)
Misc Inter-Company services rendered to related parties & other charges received	75,348	-	2,050,976^ 1,200#	-	2,127,524
	(583,785)	-	(1,172,687)	-	(1,756,472)

Amount Rs.

Name of Transaction	Holding Company	Companies under common control	Fellow Subsidiaries	KMP	Total
Interest Charged on Loans	-	-	46,797,780 ^		46,797,780
	-	-	(6,461,247)	-	(6,461,247)
Loan Given	-	-	350,000,000 ^		350,000,000
			(160,00,000)		(160,00,000)
	-	-	-	-	-

(*) The figures include Sales Tax / Service Tax as applicable
(**) Represents transactions with Thomson Press (India) Limited.
(^) Represents transactions with Radio Today Broadcasting Limited.
(#) Represents transactions with Mail Today

Note:

1. Previous year figures are in bracket
2. Other Related Party transactions:
   The Company is using certain 2 MB telephone leased obtained from Mahanagar Telephone Nigam Limited. These facilities were originally obtained in the name of Living Media India Limited and are pending transfer in the name of the Company.

(III). Outstanding Balances pertaining to Related Parties

(Amount Rs.)

Name of the Related Party	Amount outstanding as at March 31, 2009	Amount outstanding as at March 31, 2008
Living Media India Limited	(30,237,806)	(13,035,889)
Total Holding Company	**(30,237,806)**	**(13,035,889)**
Radio Today Broadcasting Limited	563,170,187	171,379,256
Thomson Press India Limited	(322,718)	(25,115)
Mail Today News Papers Ltd.	262,421	262,421
Total Fellow Subsidiary Companies	**563,109,890**	**171,616,562**
T.V. Today Network (Business) Limited	13,958	-
Total Subsidiary Company	**13,958**	**-**
Aroon Purie	(20,946,411)	(12,804,427)
Total Director	**(20,946,411)**	**(12,804,427)**

Figures in brackets represent amounts payable.

11. Segment Reporting:

a) Primary Segment:
The Company operates predominantly in only one business segment viz. 'News broadcasting operations' and there are no significant reportable business segments.

b) Secondary Segment:
The Company caters to the predominantly to the needs of Indian market and there are no significant reportable geographical segments.

12. Operating Leases

The Company has cancelable lease arrangements mainly for leasing of office premises and Company leased accommodations for its employees. Terms of lease include terms of renewal, increase in rents in future periods and terms of cancellation. The operating lease payments recognized in the Profit & Loss account amount to Rs. 60,702,890 (Previous Year: Rs. 61,291,664), net of sublease rental received Rs. 4,494,528 (Previous Year Rs. 4,501,574).

13. The company has bought back and extinguished 41,132 equity shares during the year, under its buy back scheme which commenced on March 16, 2009

14. As per the information available with the Company, during the year, there have been no transactions with the enterprises covered under the Micro, Small & Medium Enterprises Development Act, 2006.

15. Investments include Rs. 11,000,000 being shares held of Radio Today Broadcasting Limited (RTBL), a fellow subsidiary. Loans and Advances include Rs. 551,226,607 being loan given by the Company to RTBL, including interest charged thereon. While, RTBL is incurring losses, based on an independent valuation carried out and a restructuring under examination, the Company is of the view that there is no permanent diminution in the carrying value of above investment and loan in RTBL and accordingly, no provisions therefor are considered necessary.

16. Previous year's figures have been regrouped/reclassified wherever necessary to make them comparable to current year's figures.

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

	For the Year Ended March 31, 2009 Amount (Rs.)		For the Year Ended March 31, 2008 Amount (Rs.)	
Cash flows from operating activities				
Net profit before taxation and after Employees Stock Compensation Expense	**487,385,416**		667,132,420	
Adjustments for:				
Depreciation	**194,212,923**		160,055,729	
Deferred Revenue Expenditure written off	**–**		2,893,993	
Emlpoyees stock Compensation Expense	**1,593,825**		1,126,751	
Provision for Gratuity	**2,220,757**		(8,673,742)	
Provision for Leave Encashment	**24,797,880**		3,606,268	
Provision for Doubtful Debts & Advances	**34,997,346**		15,531,413	
Bad debts & Advances written off	**–**		80,861	
Provision for dimunition in the value of Investments	**1,738,736**		–	
Provision no longer required written back	**(60,648,127)**		(69,401,521)	
Provision for Wealth Tax	**1,675,283**		1,621,438	
Loss on sale of Fixed Assets	**1,611,868**		4,129,519	
Managerial Remuneration	**20,946,411**		19,499,758	
Fixed Assets written off	**–**		15,012,424	
Interest received on deposits	**(100,688,168)**		(95,974,862)	
Dividend Income	**(7,955,554)**		(10,305,565)	
Interest Paid	**69,828**		43,528	
Profit on sale of investments	**(61,228,167)**		(21,270,016)	
Operating profit before working capital changes	**540,730,257**		685,108,396	
Change in Sundry Debtors	**111,972,092**		(150,371,057)	
Change in Other Current Assets	**(381,552,559)**		(162,882,460)	
Change in Current Liabilities & Provisions	**(28,489,706)**		166,215,530	
Cash generated from operations	**242,660,084**		538,070,409	
Income taxes paid	**(176,679,191)**		(259,923,536)	
Wealth tax paid	**(1,593,860)**		(1,500,448)	
Net cash from operating activities		**64,387,033**		276,646,425
Cash flows from investing activities				
Purchase of investments	**(1,999,020,360)**		(964,585,017)	
Sale of investments	**2,623,430,975**		440,472,629	
Purchase of fixed assets	**(70,257,847)**		(89,327,326)	
Dividend received	**7,955,554**		10,305,565	
(Increase) in Capital Work in Progress	**(230,131,756)**		19,764,405	
Proceeds from sale of Fixed Assets	**1,669,228**		12,577,051	
Interest received on deposits	**80,120,786**		71,921,080	
Net cash from investing activities		**413,766,580**		(498,871,613)
Cash flows from financing activities				
Proceeds from issuance of share capital	**(2,836,484)**		669,150	
Proceeds from Cash Credits (Net)	**–**		(43,437,549)	
Interest paid	**(69,828)**		(43,528)	
Dividend & Corporate Dividend Tax paid	**(50,900,722)**		(50,892,825)	
Net cash used in financing activities		**(53,807,034)**		(93,704,752)
Net increase in cash and cash equivalents		**424,346,579**		(315,929,940)
Cash and cash equivalents at beginning of year		**485,556,562**		801,486,502
Cash and cash equivalents at end of year (see Note 1)		**909,903,141**		485,556,562

Note : 1

Cash and cash equivalents at end of year		
Cash in hand	**561,882**	283,941
Balance with scheduled banks -		
- Current Accounts	**12,460,686**	17,695,175
- Dividend Account	**880,573**	702,625
- Deposit Accounts-	**896,000,000**	466,874,821
Balance with non-scheduled banks		
- Current Accounts	**–**	–
Cash and cash equivalents	**909,903,141**	485,556,562

Note : 2

Figures in brackets indicate cash outflow

Note : 3

The above Cash flow statement has been prepared under the indirect method setout in AS-3 issued by the Institute of Chartered Accountants of India.

This is the Cash Flow Statement referred to in our report of even date. The notes referred to above forms an integral part of the Cash Flow statement

Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-
Ashok Kumar Vermani	Gulab Makhija	Anil Mehra	Aroon Purie
GM - Legal & Company Secretary	*VP - Finance & Accounts*	*Director*	*Chairman & Managing Director*

Place : New Delhi
Date : June 18, 2009

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(A) REGISTRATION DETAILS

REGISTRATION NUMBER	:	103001
STATE CODE	:	55
BALANCE SHEET DATE	:	March 31, 2009

(B) CAPITAL RAISED DURING THE YEAR (Amount in Rs. '000)

PUBLIC ISSUE	:	NIL
RIGHTS ISSUE	:	NIL
BONUS ISSUE	:	NIL
PRIVATE PLACEMENT	:	NIL
ISSUE UNDER ESOP		NIL

(C) POSITION OF MOBILISATION AND DEPLOYEMENT OF FUNDS (Amount in Rs.'000)

TOTAL LIABILITIES	:	3,773,435
TOTAL ASSETS	:	3,773,435

SOURCES OF FUNDS

PAID- UP CAPITAL	:	289,839
EMPLOYEE STOCK OPTIONS		1,736
RESERVE & SURPLUS	:	2,922,648
SHARE APPLICATION	:	-
SECURED LOANS	:	-
UNSECURED LOANS	:	-
DEFERRED TAX LIABILITY (ASSET) - NET	:	(17,766)

APPLICATION OF FUNDS

NET FIXED ASSETS	:	956,818
INVESTMENTS	:	532,956
NET CURRENT ASSETS	:	1,708,278
MISCELANEOUS EXPENDITURE	:	-
ACCUMULATED LOSSES	:	-

(D) PERFORMANCE OF THE COMPANY (Amount in Rs. '000)

TURNOVER	:	2,741,984
TOTAL EXPENDITURE	:	2,254,599
PROFIT/(LOSS) BEFORE TAX	:	487,385
PROFIT/(LOSS) AFTER TAX	:	335,498
EARNINGS PER SHARE IN RS.	:	5.78
DIVIDEND RATE %	:	15

(E) GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY

ITEM CODE NUMBER	:	-
PRODUCT DESCRIPTION	:	TELECAST & BROADCAST

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANY

Name of the Subsidiary Company	**T.V. Today Network (Business) Ltd.**
1. Financial Year of the Company ended on	31.03.2009
2. Holding Company's Interest:	
(i) Equity Shares of Rs. 10/- each	
(a) Number of Shares Fully Paid	1,50,000
(b) Extent of Holding	100%
3. Net aggregate amount of Profit/(Loss) of the Subsidiary, so far as they concern members of T.V. Today Network Limited.	
(i) For the said financial year of the Subsidiary:	
(a) Dealt with in the accounts of Holding Company:	NIL
(b) Not dealt with in the accounts of the Holding Company:	90,941
(ii) For the previous financial years of the Subsidiary since it has become the Holding Company's subsidiary	31,559

As the financial year of the Subsidiary Company coincide with the financial year of the Holding Company, Section 212(5) of the Companies Act, 1956, is not applicable.

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-
Ashok Kumar Vermani	Gulab Makhija	Anil Mehra	Aroon Purie
GM - Legal & Company Secretary	*VP - Finance & Accounts*	*Director*	*Chairman & Managing Director*

Place : New Delhi
Date : June 18, 2009

Report of the Auditors to the Board of Directors of TV Today Network Limited on the Consolidated Financial Statements of TV Today Network Limited and its Subsidiary

1. We have audited the attached consolidated Balance Sheet of TV Today Network Limited (TVTN) and its Subsidiary as at March 31, 2009, the consolidated Profit and Loss Account for the year ended on that date annexed thereto, and the consolidated Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These consolidated financial statements are the responsibility of Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and on the basis of separate audited financial statements of TV Today Network Limited and its Subsidiary included in the consolidated financial statements.

4. Without qualifying our opinion, we draw attention to Note 11 on Schedule Q(B) to the financial statements. Investments include Rs. 11,000,000, being investment made by TVTN in Radio Today Broadcasting Limited (RTBL), a fellow subsidiary and Loans and Advances include Rs. 551,226,607, being loan given by the Company to RTBL, including interest charged thereon. As mentioned in the note, based on an independent valuation carried out and a restructuring under examination, the Company is of the view that there is no permanent diminution in the carrying value of above investment and loan in RTBL and accordingly, no provisions therefor are considered necessary.

   The carrying value of Investment and Loan is dependant on above, the outcome of which cannot be presently determined.

5. On the basis of the information and explanations given to us and on consideration of the separate audit reports on individual audited financial statements of TV Today Network Limited and its aforesaid Subsidiary, in our opinion, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

   (i) in the case of the consolidated Balance Sheet, of the consolidated state of affairs of TV Today Network Limited and its Subsidiary as at March 31, 2009;

   (ii) in the case of the consolidated Profit and Loss Account, of the consolidated results of operations of TV Today Network Limited and its Subsidiary for the year ended on that date; and

   (iii) in the case of the consolidated Cash Flow Statement, of the consolidated cash flows of TV Today Network Limited and its Subsidiary for the year ended on that date.

Sd/-
USHA RAJEEV
Membership No. F-87191
Partner

For & on behalf of
PRICE WATERHOUSE
Chartered Accountants

Place: New Delhi
Dated: June 18, 2009

BALANCE SHEET (CONSOLIDATED) AS AT MARCH 31, 2009

	Schedule	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
I. Sources of Funds			
(1) Shareholders' Funds:			
(a) Capital	A	**289,839,340**	290,045,000
(b) Employee Stock Options Outstanding	A (a)	**3,329,824**	1,735,999
(c) Reserves and surplus	B	**2,922,770,796**	2,640,676,960
Net Deferred Tax Liability/ (Asset)	Q[B(4)]	**(17,765,858)**	19,102,067
TOTAL		**3,198,174,102**	2,951,560,026
II. Application of Funds			
(1) **Fixed Assets**			
(a) Gross block	C	**1,624,457,272**	1,566,068,685
(b) Less: Depreciation		**974,837,602**	789,212,844
(c) Net block		**649,619,670**	776,855,841
(d) Capital work - in - progress		**307,198,168**	77,066,412
		956,817,838	853,922,253
(2) **Investments**	D	**531,456,001**	1,094,638,448
(3) **Current Assets, Loans and Advances**			
(a) Sundry debtors	E	**652,926,177**	795,740,377
(b) Cash and bank balances	F	**911,613,705**	487,161,956
(c) Loans and advances	G(a)	**682,154,431**	305,510,101
(d) Other Current Assets	G(b)	**20,917,690**	11,662,350
		2,267,612,003	1,600,074,784
Less: Current Liabilities and Provisions			
(a) Liabilities	H	**459,176,533**	525,522,797
(b) Provisions	I	**98,535,207**	71,552,662
		557,711,740	597,075,459
Net Current Assets		**1,709,900,263**	1,002,999,325
(4) Miscellaneous expenditure to the extent not written off or adjusted	J	**-**	**-**
TOTAL		**3,198,174,102**	2,951,560,026
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	Q		

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

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

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-
Ashok Kumar Vermani
GM - Legal & Company Secretary

Sd/-
Gulab Makhija
VP - Finance & Accounts

Sd/-
Anil Mehra
Director

Sd/-
Aroon Purie
Chairman & Managing Director

Place : New Delhi
Date : June 18, 2009

PROFIT AND LOSS ACCOUNT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31, 2009

	Schedule	**For the Year Ended March 31, 2009 Amount (Rs.)**	For the Year Ended March 31, 2008 Amount (Rs.)
INCOME			
Revenue	K	**2,499,904,658**	2,310,581,441
Other Income	L	**242,216,644**	203,869,085
		2,742,121,302	2,514,450,526
EXPENDITURE			
Employee Cost	M	**697,781,999**	552,217,758
Production Cost	N	**268,754,519**	268,168,134
Administrative and Other Costs	O	**1,090,919,335**	861,819,947
Finance Charges	P	**1,366,628**	939,295
Depreciation	C	**194,212,923**	160,055,729
Deferred Revenue Expenditure written off	J	**–**	2,893,993
		2,253,035,404	1,846,094,856
Profit before taxation and Employee Stock Compensation Expense		**489,085,898**	668,355,670
Employee Stock Compensation Expense [Refer note 4 on schedule Q(B)]		**1,593,825**	1,126,751
Profit after Employee Stock Compensation Expense		**487,492,073**	667,228,919
Current Tax		**175,123,040**	230,334,798
Deferred Tax		**(36,867,925)**	(10,778,917)
Fringe Benefit Tax		**13,647,668**	12,083,161
Tax Expenses		**151,902,783**	231,639,042
PROFIT AFTER TAXATION		**335,589,290**	435,589,877
Balance brought forward		**1,108,419,790**	823,730,635
Profit available for appropriation		**1,444,009,080**	1,259,320,512
Proposed Dividend		**43,475,901**	43,506,750
Corporate Dividend Tax on Proposed Dividend		**7,388,729**	7,393,972
Transfer to General Reserves		**50,000,000**	100,000,000
Balance carried forward to Balance Sheet		**1,343,144,450**	1,108,419,790
Earnings Per Share of nominal value of Rs.5 each. [Refer Note 5 Schedule Q(B)]		**5.79**	7.51
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	Q		

This is the Profit & Loss Account referred to in our report of even date.

The Schedules referred to above form an integral part of the Profit & Loss Account.

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-	Sd/-	Sd/-	Sd/-
Ashok Kumar Vermani	Gulab Makhija	Anil Mehra	Aroon Purie
GM - Legal & Company Secretary	*VP - Finance & Accounts*	*Director*	*Chairman & Managing Director*

Place : New Delhi
Date : June 18, 2009

FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - A		
SHARE CAPITAL		
Authorised		
68,000,000 (Previous year 68,000,000) Equity Shares of Rs. 5/- each	**340,000,000**	340,000,000
300,000 (Previous year 300,000) Preference Shares of Rs. 100/- each	**30,000,000**	30,000,000
	370,000,000	370,000,000
Issued, Subscribed and Paid-up		
57,967,868 (Previous year- 58,009,000) Equity shares of Rs. 5/- each fully paid up	**289,839,340**	290,045,000
32,300,000 (Previous year- 32,300,000) Equity shares of Rs.5/- each are held by Living Media India Limited, the holding company		
SCHEDULE A (a)		
[Refer Note 6 Schedule Q(B)]		
Employee Stock Options Outstanding		
Stock options granted during the year	**5,800,000**	4,026,250
Less: Deferred employee compensation expense	**2,470,176**	2,290,251
TOTAL	**3,329,824**	1,735,999
SCHEDULE - B		
RESERVES AND SURPLUS		
Securities Premium		
Opening Balance	**1,207,257,170**	1,206,633,020
Add: Share premium received on issue of Equity Shares	**–**	624,150
Less: Share Premium adjusted on Buy back of equity shares	**2,630,824**	-
Closing Balance	**1,204,626,346**	1,207,257,170
General Reserve		
Opening Balance	**325,000,000**	225,000,000
Add: Additions during the year	**50,000,000**	100,000,000
	375,000,000	325,000,000
Profit & Loss account		
Balance transferred from the Profit and Loss Account	**1,343,144,450**	1,108,419,790
TOTAL	**2,922,770,796**	2,640,676,960

FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2009

SCHEDULE - C
FIXED ASSETS
[Refer Notes (d), (e) and (f) of Schedule Q(A)]

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2008 Rs.	Additions Rs.	Deletions/ Adjustments Rs.	As at 31-3-2009 Rs.	As at 31-3-2008 Rs.	For the year Rs.	Deletions/ Adjustments Rs.	As at 31-3-2009 Rs.	As at 31-3-2009 Rs.	As at 31-3-2008 Rs.
Leasehold Land	120,359,050	-	-	120,359,050	4,946,757	1,648,919	-	6,595,676	113,763,374	115,412,293
Leasehold Improvements	75,925,030	-	-	75,925,030	52,322,156	10,563,664	-	62,885,820	13,039,210	23,602,874
Plant & Machinery	1,128,486,844	43,131,675	2,207,512	1,169,411,007	611,861,061	147,391,062	1,659,606	757,592,517	411,818,490	516,625,783
Computers	54,030,043	5,258,211	5,796,360	53,491,894	33,003,573	7,607,745	5,267,874	35,343,444	18,148,450	21,026,470
Office Equipments	33,349,645	461,035	177,443	33,633,237	18,423,524	3,350,936	131,274	21,643,186	11,990,051	14,926,121
Furniture & Fixtures	27,239,332	1,613,266	-	28,852,598	9,951,588	1,870,676	-	11,822,264	17,030,334	17,287,744
Vehicles	57,254,765	15,783,836	3,687,945	69,350,656	10,493,440	11,051,044	1,529,411	20,015,073	49,335,583	46,761,325
Intangible Assets										
- Production Software	66,138,543	4,009,824	-	70,148,367	44,925,312	10,728,877	-	55,654,189	14,494,178	21,213,231
- Computer Software	3,285,433	-	-	3,285,433	3,285,433	-	-	3,285,433	-	-
TOTAL	**1,566,068,685**	**70,257,847**	**11,869,260**	**1,624,457,272**	**789,212,844**	**194,212,923**	**8,588,165**	**974,837,602**	**649,619,670**	**776,855,841**
Capital work-in-progress (Includes capital advances amounting to Rs. 10,791,662 ;Previous Year Rs. 75,260,457)									**307,198,168**	**77,066,412**
TOTAL									**956,817,838**	**853,922,253**
PREVIOUS YEAR	1,604,721,292	89,327,326	127,979,933	1,566,068,685	725,418,055	160,055,729	96,260,940	789,212,844	776,855,841	

FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - D		
Investments - at cost		
[Refer Note(i) on Schedule Q(A)]		
Long Term		
Trade Investments (Unquoted)		
Radio Today Broadcasting Limited 1,100,000/- equity shares (Previous Year 1,100,000 equity shares) of Rs. 10/ per share fully paid-up	**11,000,000**	11,000,000
Non trade investments		
In Mutual Funds (Quoted)		
Nil units (Previous Year 5,741,704 units) of UTI FTIF-20 Series-III	–	57,417,049
Nil units (Previous Year 5,000,000 units) of HDFC 26M FMP	–	50,000,000
Nil units (Previous Year 3,000,000 units) of Birla Fixed Term Plan Series	–	30,000,000
Nil units (Previous Year 4,000,000 units) of Principal PNB Fixed Maturity Plan 540 Days	–	40,000,000
Nil units (Previous Year 4,000,000 units) of Prudential ICICI FMP Series-34-16 month FMP	–	40,000,000
Nil units (Previous Year 3,000,000 units) of JMM Mutual Fund 15 Month FMP growth	–	30,000,000
Nil units (Previous Year 5,000,000 units) of SBI SDFS 15 Months fund	–	50,000,000
Nil units (Previous Year 4,000,000 units) of LIC MF SERIES-20	–	40,000,000
Nil units (Previous Year 5,000,000 units) of ICICI Prudential FMP Series-39-18 months	–	50,000,000
Nil units (Previous Year 5,000,000 units) of Kotak FMP 16M Series 2	–	50,000,000
5,000,000 units (Previous Year 5,000,000 units) of Birla Fixed Term Plan Series-AK	**50,000,000**	50,000,000
10,000,000 units (Previous Year 10,000,000 units) of DSP Merrillynch FMP-15M Series-2	**100,000,000**	100,000,000
10,000,000 units (Previous Year 10,000,000 units) of HDFC FMP 18M 2008	**100,000,000**	100,000,000
10,000,000 units (Previous Year 10,000,000 units) of DSP Merrillynch FMP-13M Series-1	**100,000,000**	100,000,000
Nil units (Previous Year 5,000,000 units) of Kotak FMP 13M Series 4	–	50,000,000
10,000,000 units (Previous Year 10,000,000 units) of SBI SDFS 13 Months fund	**100,000,000**	100,000,000
5,000,000 units (Previous Year Nil units) of Fidelity 370 days FMP Series-1 Plan C	**50,000,000**	–
1,439,232 units (Previous Year Nil units) of Prudential ICICI Gilt Fund-Investment Plan	**20,000,000**	–
Current, Non Trade		
In Mutual Funds (Quoted)		
Nil units (Previous Year 3,002,551 units) of UTI-Fixed Maturity Plan FMP 08-07/IG	–	30,025,507
Nil units (Previous Year 1,020,672 Nil units) of J M Arbitrage Advantage Fund	–	10,397,380
45,600 units (Previous Year 10,579,851 units) Templeton India Liquid Plus (TILP)	**456,001**	105,798,512
TOTAL	**531,456,001**	1,094,638,448

FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - E		
SUNDRY DEBTORS (Unsecured)		
Outstanding for a period exceeding six months		
- Considered good	**55,532,678**	57,577,199
- Considered doubtful	**40,800,433**	26,588,720
	96,333,111	84,165,919
Other Debts		
- Considered good	**597,393,499**	738,163,179
- Considered doubtful	**8,672,045**	3,329,520
	606,065,544	741,492,699
Total	**702,398,655**	825,658,618
Less: Provision for doubtful debts	**49,472,478**	29,918,241
TOTAL	**652,926,177**	795,740,377
SCHEDULE - F		
CASH AND BANK BALANCE		
Cash in hand	**563,382**	285,441
Balance with scheduled banks		
- Current Accounts	**12,491,703**	17,730,163
- Dividend Accounts	**880,573**	702,625
- Deposit Accounts	**897,678,047**	468,443,727
TOTAL	**911,613,705**	487,161,956
SCHEDULE - G		
a) LOANS & ADVANCES		
(Unsecured, considered good, unless otherwise stated)		
Advance Income Tax (Net of Provision for Income Tax Rs. 1,051,285,918 (Previous year Rs. 876,124,781))	**35,945,835**	36,519,418
Advance Fringe benefit Tax (Net of Provision for FBT Rs. 47,376,255 (Previous Year Rs. 33,764,526))	**508,710**	674,160
Advances recoverable in cash or in kind or for value to be received	**94,473,279**	103,283,319
Loan to fellow subsidiary	**551,226,607**	165,033,204
	682,154,431	305,510,101
Considered doubtful	**7,694,742**	3,539,504
Less: Provision for doubtful Advances	**7,694,742**	3,539,504
	–	–
TOTAL	**682,154,431**	305,510,101

* Includes amounts due from directors Rs.Nil (Previous Year Rs.803,964) and maximum outstanding balance at any time during the year of Rs.969,406 (Previous Year Rs.863,035)

b) OTHER CURRENT ASSETS		
(Unsecured, considered good, unless otherwise stated)		
Interest receivable	**20,917,690**	11,662,350
TOTAL	**20,917,690**	11,662,350

FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - H		
CURRENT LIABILITIES		
Sundry Creditors		
- Due to Small Scale and Ancillary Undertakings	**–**	–
- Total outstanding due to creditors other than micro, and small enterprises	**296,557,247**	325,010,666
Other Liabilities	**118,720,592**	158,119,627
Advances from Customers	**17,626,336**	18,873,219
Security Deposits	**25,391,785**	22,816,660
Un-Claimed Dividend	**880,573**	702,625
TOTAL	**459,176,533**	525,522,797

* No amount is payable to Investor Protection Fund.

SCHEDULE - I		
PROVISIONS		
Provision for Gratuity [Refer Note 3(II) on schedule Q(B)]	**2,531,610**	310,853
Provision for Leave Encashment [Refer Note 3(II) on schedule Q(B)]	**45,138,967**	20,341,087
Proposed Dividend	**43,475,901**	43,506,750
Corporate Dividend Tax on Proposed dividend	**7,388,729**	7,393,972
TOTAL	**98,535,207**	71,552,662

SCHEDULE - J		
MISCELLANEOUS EXPENDITURE		
(to the extent not written off or adjusted)		
[Refer Note (l) Schedule Q (A)]		
Deferred Revenue Expenditure		
Opening Balance	–	2,893,993
Less : Amortization for the year	–	2,893,993
TOTAL	**–**	**–**

FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED MARCH 31, 2009

	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
SCHEDULE - K		
REVENUE		
Income from Broadcasting Operations	**2,499,904,658**	2,309,148,216
Income from other operations	**–**	1,433,225
	2,499,904,658	2,310,581,441
SCHEDULE - L		
OTHER INCOME		
Interest on Bank Deposits [Gross of Tax deducted at source Rs.11,339,800 (Previous Year Rs.19,666,430)]	**54,027,088**	89,636,766
Other Interest Income (Gross of Tax deducted at source Rs. 10,604,377; Previous Year Rs. 1,428,043)	**46,797,981**	6,461,247
Dividend Income (from non trade investments)	**7,955,555**	10,305,565
Miscellaneous Income (Includes Prior period Income of Rs.1,051,782 (Previous Year Rs.22,448)	**3,156,837**	2,262,893
Fees from training	**3,673,262**	4,531,077
Gain on sale of Investment (Net) (from non trade investments)	**61,228,167**	21,270,016
Provisions/Balances no longer required written back	**60,648,127**	69,401,521
Foreign Exchange Fluctuation (net)	**4,729,627**	–
	242,216,644	203,869,085
SCHEDULE -M		
EMPLOYEE COST		
Salaries, Wages and Allowances *	**602,733,724**	487,825,272
Contribution to Provident and Other Funds	**66,814,478**	38,805,333
Staff And Workers' Welfare	**7,287,386**	6,087,395
Managerial Remuneration	**20,946,411**	19,499,758
* Excluding amortisation of Deferred ESOP cost		
	697,781,999	552,217,758
SCHEDULE - N		
PRODUCTION COST		
Reporting Expenses	**66,919,495**	59,329,061
Up linking Charges	**25,989,110**	27,628,549
Assignment Charges	**2,074,639**	2,247,784
Production Expenses	**90,322,271**	77,129,610
Subscription	**12,251,845**	12,838,152
Consumables	**6,637,882**	5,296,529
Transponder Lease Rentals	**60,828,891**	53,503,872
Programme Procurement	**3,730,386**	30,033,039
Purchase of Tapes	**–**	161,538
	268,754,519	268,168,134

FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED MARCH 31, 2009

	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
SCHEDULE - O		
ADMINISTRATIVE AND OTHER COST		
Advertising, Distribution and Sales Promotion	**675,323,003**	462,539,548
Communication Expenses	**32,256,334**	32,184,632
Travelling and Conveyance	**75,321,548**	68,874,304
Car Hire Charges	**34,581,202**	30,697,559
Rent [Refer note 8 on schedule Q(B)]	**60,702,890**	61,291,664
Legal and Professional Charges	**10,221,091**	10,569,938
Electricity and Water	**29,433,431**	26,508,615
Vehicle Running and Maintenance	**7,491,465**	6,766,278
Insurance	**10,069,928**	9,849,215
Agency Incentive	**15,990,778**	23,770,858
Housekeeping	**27,201,300**	26,884,488
Repairs and Maintenance		
- Plant & Machinery (Net of Insurance claim)	**25,882,212**	27,834,931
- Other	**8,490,384**	6,937,044
Newspapers and Periodicals	**777,366**	656,466
Business Promotion	**16,264,230**	9,345,781
Foreign Exchange Fluctuation (net)	**–**	1,085,724
Printing and Stationary	**3,521,933**	3,614,829
Freight and Courier	**1,931,340**	2,166,457
Guard Services	**5,334,458**	4,883,677
Rates and Taxes	**3,040,966**	3,233,707
Bad Debts & Advances written off	**–**	80,861
Provision for Doubtful Debts & Advances	**34,997,346**	15,531,413
Loss (Net) on Sale of Fixed Assets	**1,611,868**	4,129,519
Fixed Assets written off	**–**	15,012,424
Technical Consultancy Fees	**3,119,282**	2,235,000
Software Expenses	**2,478,287**	1,067,931
Miscellaneous Expenses [Includes prior period expenditure of Rs.78,072 (Previous Year Rs.382,684)]	**3,137,957**	4,067,084
Diminish in value of Investment	**1,738,736**	–
	1,090,919,335	861,819,947
SCHEDULE - P		
INTEREST & FINANCE CHARGES		
Interest		
- Cash Credit	**60,545**	43,528
- Others	**9,283**	–
Guarantee Commission	**77,501**	187,751
Finance Charges	**1,219,299**	708,016
	1,366,628	939,295

SCHEDULE - Q

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

a. **Basis of Preparation**

The consolidated financial statements are prepared under the historical cost convention, on the accrual basis of accounting and reporting requirements of Accounting Standard 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India, consolidated as per note (b) below for the year ended March 31, 2009.

b. **Principles of consolidation**

These accounts represent consolidated accounts of the Company and its wholly owned subsidiary, incorporated in India as follows:

Entity	Relationship	Shareholding as at March 31, 2009	Shareholding as at March 31, 2008
T.V. Today Network (Business) Limited	Subsidiary	100%	100%

c. **Accounting Convention**

The financial statements are prepared under the historical cost convention, on a going concern basis in accordance with the generally accepted accounting principles and the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956 as adopted consistently by the company.

The company follows mercantile system of accounting and recognizes items of income and expenditure on accrual basis.

d. **Fixed Assets**

Fixed assets are stated at their original cost and include all expenses relating to acquisition and installation.

The signals of the television channels of the Company are received by the affiliates by use of digital satellite receivers. These assets are generally installed at the affiliates and the user charges / license fees recovered, if any, are reflected in Income from other operation in the Profit & Loss Account. The digital satellite receivers are reflected as 'Plant and Machinery' in the Fixed Assets Schedule.

e. **Intangible Assets**

Acquired Intangible Assets are stated at their original cost and include all expenses relating to acquisition and installation.

f. **Depreciation**

- Depreciation on Fixed Assets (other than Leasehold Improvements, Digital Satellite Receiver boxes and Intangibles) is provided on straight-line method at the rates prescribed in Schedule XIV on triple shift basis.
- Leasehold Land and Leasehold Improvements are written off over the period of the lease.
- Assets costing less than Rs.5000/- are depreciated over a period of 12 months.
- Digital Satellite Receiver Boxes (included in Plant & Machinery) are being depreciated over the useful life of 3 years at the rate of 33.33% per annum on straight line method.
- Depreciation on Intangibles;

  (Computer / Production Software): Depreciated on Straight Line basis over estimated useful life of the software on a case to case basis.

g. **Revenue recognition**

- **Income from broadcasting operations:** Advertisement Revenue is recognized for the period for which services have been provided and for which there is certainty of ultimate collection, Subscription revenue is recognized on the basis of the terms of the contract with the distributor.
- Revenue from other operations is recognized as per terms of agreement, when risk and rewards of ownership are substantially transferred to buyer.
- Interest on are recognized when the ultimate collection is reasonably certain.

h. **Inventory**

Inventory consists of blank videotapes used in the sale of recorded tapes and is valued at lower of cost or net realizable value. Cost is taken on First In First Out (FIFO) basis.

Blank videotapes which are not used in the sale of Recorded Tapes, are charged off as expense in the books at the time of their purchase.

i. Investments

Long-term investments are stated at cost unless there is a permanent decline in the carrying value thereof, in which case, it is provided for. Current Investments are stated at lower of cost or market value.

j. Employee benefits

(a) Short Term Employee Benefits

Short term employee benefits are recognised in the period during which the services have been rendered.

(b) Long Term Employee Benefits

(i) Defined Contribution plan

Provident Fund and employees' state insurance schemes

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12.0%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance schemes and employee's pension schemes, which are also defined contribution schemes recognized and administered by the Government of India.

The Company's contributions to both these schemes are expensed in the Profit and Loss Account. The Company has no further obligations under these plans beyond its monthly contributions.

(ii) Defined benefit plan

Leave Encashment - The Company has provided for the liability at year end on account of unavailed earned leave as per the actuarial valuation as per the Projected Unit Credit Method.

Gratuity - The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Accounting Standard 15 (revised), "Employee Benefits". Gratuity Fund is recognized by the income tax authorities and is administered and managed by the Life Insurance Corporation of India ("LIC").

(iii) Termination benefits are recognized as an expense immediately. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Profit and Loss Account as income or expense.

k. Foreign currency transaction

- Foreign exchange transactions during the year are recorded at the exchange rates prevailing on the dates of the transactions. Gains or losses out of fluctuations in rate between transaction date and settlement date in respect of revenue and expense items are recognized in the Profit and Loss account.
- Monetary Assets & Liabilities are translated into rupees at the exchange rates prevailing at year-end rate and overall net gain / loss is adjusted in the Profit and Loss Account.

l. Miscellaneous Expenditure

- Expenditure incurred in the initial period of operations on market launch, including advertising & brand building has been considered as deferred revenue expenditure and charged off over a period of 5 years from the year in which such expenditure is incurred.
- Expenditure incurred in the financial year 2002-03 which was related to indirect expenditure for expansion for its new television channel titled "Headlines Today" has been considered as deferred revenue expenditure in accordance with the Guidance Note on "Treatment of Expenditure during Construction Period" of the Institute of Chartered Accountants of India to be charged off over a period of 5 years from the year in which such expenditure is incurred on a pro-rata basis.

m. Taxes on Income

Tax expense for the year, comprising current tax and deferred tax is included in determining the net profit for the year.

Deferred tax is recognized for all deductible timing differences and deferred tax assets are carried forward to the extent there is reasonably certainty that sufficient future taxable profit will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date.

n. Leases

Lease of assets under which significant risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as expense in the profit and loss account, on a straight – line basis over the lease term.

o. Earnings per Share

The Company reports basic and diluted earnings per equity share in accordance with AS – 20, Earning Per Share.

Basic EPS

The earnings considered in ascertaining the Company's basic EPS comprises the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

Diluted EPS

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

p. Borrowing Cost

Borrowing costs attributable to the acquisition or construction of a qualifying asset is capitalized as a part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

q. Employee stock based compensation

The company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of market price of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the Employee Stock Option Scheme of the company, is recognized as deferred stock compensation expense and is amortized over the vesting period on the basis of generally accepting accounting principles in accordance with the guidelines of Securities and Exchange Board of India and guidance note issued by the Institute of Chartered Accountant of India.

r. Provisions

Provisions are recognized when the company has a present obligation as a results of past event and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

s. Impairment of Assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets' fair value less costs to sell and value in use.

For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

B. NOTES TO ACCOUNTS

1. Capital Commitments / Contingent Liabilities:

(a) Estimated amounts of contract remaining to be executed on capital account, net of advances, not provided for Rs. 208,699,397 (Previous year Rs. 16,752,757)

(b) (i) During the year, with respect to the disputed statement of claim dated 28th September, 2004 received from Prasar Bharti towards uplinking charges of Rs.21,420,430 for the period February 1995 to March, 1998 plus 18% interest per annum thereon from March 1998 onwards, the arbitrator has proceeded with the hearings wherein the Company has disputed the statement of claim filed by Prasar Bharti and as directed by Arbitrator during the course of proceedings has filed its statement contradicting the statement of Prasar Bharti. However, for the period April 1998 to March 2000 no arbitration proceedings have commenced with respect to the claim of Prasar Bharti towards uplinking charges by the Arbitrator. Accordingly, no statement of claim for the latter has been filed with the arbitrator. In the opinion of the management, based on the facts of the case, the liability aggregating Rs.10,643,605 made in these books in earlier years against the claim, is considered adequate.

(ii) During the year, with respect to the disputed statement of claim dated March 2, 2001 received from Prasar Bharti towards telecast fee of Rs. 13,234,607 for the period up to March 30, 2001 plus 18% interest per annum thereon from March 2001 onwards, the arbitrator has proceeded with the hearings. In the course of the proceedings, an application for interim award was made during the year by Prasar Bharti. The Arbitrator gave his interim-award vide order dated December 1, 2008 for a sum of Rs. 8,383,125 being the principal and interest calculated @18%p.a. from March 8, 2001 till the date of interim-award aggregating to Rs. 20,048,415 in favour of Prasar Bharti and further interest @18%p.a. till the date of payment. An application has been filed before the Hon'ble High Court of Delhi under the provisions of the Arbitration and Conciliation Act for setting aside the order of interim-award, which is pending before the hon'ble High Court. Thereafter hearings were held for the balance amount and further orders are awaited.. In the opinion of the management, based on the facts of the case, the liability aggregating Rs.21,357,004 made in the books against the claim, including interest, is considered adequate.

(c) The Company has received legal notice of claim / lawsuit filed against it in respect of programmes aired on the Channels. In the opinion of the management, no liability is likely to arise on account of such claim / lawsuit.

(d) The Company has received demand notices from Income Tax department amounting to Rs. 21,011,432 (Previous Year 21,011,432). The Company has contested the same and in the opinion of the management, no liability is likely to arise on account of such demand notices.

2. Deferred Taxes

The deferred tax asset/liability comprises of the following:

DEFERRED TAX ASSETS/LIABILITIES ARISING FROM	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
Provision for Bad & doubtful debts / advances charged in the financial statements but allowed as deduction under the Income Tax Act in future years (to the extent considered realizable)	19,431,138	11,372,288
Other disallowances as per the Income tax Act, 1961	4,710,227	8,193,553
Depreciation claimed as deduction under the Income Tax Act but chargeable in the financial statements in future years	(6,375,508)	(38,667,908)
Net Deferred Tax Asset / (Liability)	**(17,765,857)**	**(19,102,067)**

3. During the year, the Company has recognised the following amounts in the Profit and Loss Account

I . Defined Contribution Plans

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
- Employers' Contribution to Provident Fund *	20,391,386	16,309,691
- Employers' Contribution to Employee's State Insurance *	-	7,900
- Employers' Contribution to Employee's Pension Scheme 1995 *	6,160,211	5,465,508

* Included in Contribution to Provident and Other Funds under Employees' Cost (Refer Schedule M)

II. Defined Benefit Plans

(A) The assumptions used to determine the benefit obligations are as follows:

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	Employee's Gratuity Fund	Leave Encashment	Employee's Gratuity Fund
Discount Rate (per annum)	7.10%	7.10%	8.00%	8.00%
Rate of increase in Compensation levels	6.50%	6.50%	6.50%	6.50%
Expected Rate of Return on Plan Assets	Nil	9.25%	Nil	9.25%
Expected Average remaining working lives of employees (years)	26	26	27.09	27.09
Estimated term of benefit obligations (years)	12	12		

(B) Changes in the Present Value of Obligation **(Rs.)**

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	**Employee's Gratuity Fund**	**Leave Encashment**	**Employee's Gratuity Fund**
Present Value of Obligation as at April 1, 2008	19,157,626	24,001,092	15,551,357	20,846,988
Interest Cost	1,532,610	1,920,087	1,244,109	1,667,759
Past Service Cost	Nil	Nil	Nil	Nil
Current Service Cost	9,792,962	7,482,071	5,355,458	5,124,212
Curtailment Cost / (Credit)	Nil	Nil	Nil	Nil
Settlement Cost / (Credit)	Nil	Nil	Nil	Nil
Benefits paid	(1,926,459)	(961,943)	(6,237,696)	(3,321,952)
Actuarial (gain)/ loss on obligations	16,582,228	(2,637,827)	3,244,398	(315,914)
Present Value of Obligation as at March 31, 2009	45,138,967	35,079,134	19,157,626	24,001,093)

(C) Changes in the Fair Value of Plan Assets **(Rs.)**

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	**Employee's Gratuity Fund**	**Leave Encashment**	**Employee's Gratuity Fund**
Fair Value of Plan Assets as at April 1, 2008	Nil	23,690,240	Nil	11,862,394
Expected Return on Plan Assets	N.A	2,191,347	N.A	1,097,271
Actuarial Gains and Losses	N.A.	(61,548)	N.A.	182,469
Contributions	Nil	7,689,429	Nil	13,870,059
Benefits Paid	Nil	(961,943)	Nil	(3,321,953)
Fair Value of Plan Assets at March 31,2009	Nil	32,547,525	Nil	23,690,240

(D) Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets **(Rs.)**

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	**Employee's Gratuity Fund**	**Leave Encashment**	**Employee's Gratuity Fund**
Present Value of funded Obligation as at March 31, 2009	45,138,967	35,079,134	19,157,626	24,001,093
Fair Value of Plan Assets as at the end of the period	Nil	32,547,524	Nil	23,690,240
Funded Status	(45,138,967)	(2,531,610)	(19,157,626)	(310,853)
Present Value of unfunded Obligation as at March 31, 2009	Nil	Nil	Nil	Nil
Unrecognized Actuarial (gains) / losses	Nil	Nil	Nil	Nil
Unfunded Net Asset/ (Liability) Recognized in Balance Sheet	**(45,138,967)**	**(2,531,610)**	**(19,157,626)**	**(310,853)**

(E) Expense recognised in the Profit and Loss Account **(Rs.)**

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	**Employee's Gratuity Fund**	**Leave Encashment**	**Employee's Gratuity Fund**
Current Service Cost	9,792,962	7,482,071	5,355,458	5,124,212
Past Service Cost	Nil	Nil	Nil	Nil
Interest Cost	1,532,610	1,920,087	1,244,109	1,667,759
Expected Return on Plan Assets	Nil	(2,191,347)	Nil	(1,097,271)
Curtailment Cost / (Credit)	Nil	Nil	Nil	Nil
Settlement Cost / (Credit)	Nil	Nil	Nil	Nil
Net actuarial (gain)/ loss recognized in the period	16,582,228	2,699,375	3,244,398	(498,383)
Total Expenses recognized in the Profit & Loss Account	**27,907,800 ****	**9,910,186****	**9,843,965 ****	**5,196,317 ****

** included in Contribution to Provident and Other Funds (Refer Schedule M)

(F) Constitution of Plan Assets **(Rs.)**

	As at March 31, 2009		As at March 31, 2008	
	Leave Encashment	**Employee's Gratuity Fund**	**Leave Encashment**	**Employee's Gratuity Fund**
Total of the Plan Assets	Nil	32,547,525*	Nil	23,690,240*

*The contribution is made to LIC and the split of Planned Assets has not been provided by LIC.

4. EMPLOYEE STOCK OPTION PLAN – ESOP 2006

The Company instituted the Employee Stock Option Plan – (TVTN ESOP 2006), to grant equity – based incentives to its eligible employees. The TVTN ESOP 2006 had been approved by the board of directors in their meeting held on 21st August 2006 and by shareholders in their meeting held on 28th September 2006, for grant of 2,900,000 options representing one share for each option upon exercise by the employees of the Company at a exercise price determined by Board/Remuneration Committee. The equity shares covered under the scheme shall vest over a period of four years; vesting shall vary based on the meeting of the performance Criteria. The Optionee may exercise their vested options at any moment after the earliest applicable vesting date and prior to the completion of ten years from the grant date.

Pursuant to the scheme, the Remuneration Committee on June 24, 2008 granted 129,500 options to employees of the Company. 50% of options are granted at the market price and balance 50% of the options at a discount to the market price. Discount shall vary from Rs. 0 to Rs. 30/- depending upon the meeting of the performance Criteria by the employee from year to year.

Accordingly the Company under the intrinsic value method has recognized the excess of the market price over the exercise price of the option amounting to Rs. 1,593,825 as an expense during the year. Further, the liability Outstanding as at the March 31, 2009 in respect of Employees Stock Options Outstanding is Rs. 5,800,000. The balance deferred compensation expense Rs. 3,329,824 will be amortized over the remaining vesting period of Options.

The movement in the options granted to employees during the year ended March 31, 2009 under the ESOP 2006 is set out below:

	First Grant	Second Grant	Third Grant	Fourth Grant
Date of Grant	**December 1, 2006**	**March 1, 2007**	**December 1, 2007**	**June 24, 2008**
Market value on date of grant of the Underlying equity shares	Rs. 74.35	Rs. 134.85	Rs. 152.75	Rs. 93.15
Exercise Price (50% of options)	Rs. 74.35	Rs. 134.85	Rs. 152.75	Rs. 93.15
(balance 50% of options)*	Rs. 44.35	Rs. 104.85	Rs. 122.75	Rs. 63.15
Vesting Period	4 Years	4 Years	4 Years	4 Years
Options outstanding at the beginning of year (Nos)	207,750	55,000	15,000	—
Options granted (Nos)	—	—	—	129,500
Options forfeited (Nos)	11,250	—	—	—
Options exercised (Nos)	Nil	Nil	Nil	Nil
Options Expired (Nos)	Nil	Nil	Nil	Nil
Options outstanding at the end of year (Nos) **	196,500	55,000	15,000	129,500
Options Exercisable at the year end	54,750	16,500	1,500	Nil

* Maximum discount of Rs. 30/- which may vary between Rs. 0 to Rs. 30/- based on the employee's performance.

** weighted average remaining contractual life of 2.25 years.

The fair value of the options granted during the year under the TVTN ESOP -2006 is estimated on the date of grant using the Black- Scholes model with the following assumptions.

	TVTN ESOP 2006	TVTN ESOP 2006	TVTN ESOP 2006	TVTN ESOP 2006
Date of Grant	**December 1, 2006**	**March 1, 2007**	**December 1, 2007**	**June 24, 2008**
Risk Free Interest Rates	7.35%	7.87%	8.07%	8.83%
Expected Life*	10 Years	10 Years	10 Years	10 Years
Expected Volatility**	48.28%	55.44%	51.27%	58.35%
Expected Dividend	1.01%	0.56%	0.49%	0.83%

* Expected life is taken as the aggregate of the vesting and exercise period.

** Expected volatility is determined on the basis of the "share price – volume data" available at www.nseindia.com.

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

	Amount (Rs.)
Profit/(Loss) after tax as per Profit and Loss Accounts (a)	335,589,290
Add: Employee Stock Compensation Expense as per Intrinsic Value Method	1,593,825
Less: Employee Stock Compensation Expense as per Fair Value Method	7,549,656
Profit/(Loss) after tax recomputed for recognition of employee stock compensation expense under fair value method (b)	329,633,459
Basic and diluted Earnings per Share as computed on earnings as per (a) above (Rs.)	5.79
Basic and diluted Earnings per Share as computed on earnings recomputed as per (b) above (Rs.)	5.68

5. Earning per share

Description	Year Ended March 31, 2009	Year Ended March 31, 2008
Net profit after Tax (Rs.) (a)	335,589,290	435,589,877
Number of equity share outstanding at the end of the year /weighted average of number of equityShares used in computing basic earning per share (Nos) (b)	58,008,024	58,001,500
Nominal Value per Share (Rs.)	5	5
Basic and Diluted earnings per share (a/b) (Rs.)	5.79	7.51

Note: Potential conversion of the stock options granted is anti- dilutive and accordingly, has not been considered in the calculation of Diluted earnings per share.

6. As identified and certified by the Company, Related Party Disclosures as per the requirement of Accounting Standard 18 issued by the Institute of Chartered Accountants of India:

(I). Name of the related party and nature of related party relationship where control exists:

(a) Key Management Personnel (KMP):

- Mr. Aroon Purie (Chairman & Managing Director)

(b) Entities Controlling the Company (Holding Companies):

- World Media Private Limited ^
- Living Media India Limited

(c) Fellow Subsidiary Companies :

- Thomson Press (India) Ltd.
- Living Media International Ltd.
- Radio Today Broadcasting Limited
- Mail Today News Papers Ltd.

(d) Companies under common control :

- Integrated Databases India Limited ^

(e) Others:

- Vasant Valley School

* there are no transactions during the year

(II). Transactions with related parties during the year in the ordinary course of business:

Amount Rs.

Name of Transaction	Holding Company	Companies under common control	Fellow Subsidiaries	KMP	Total
Purchase of Ad space/ material*	20,676,960	-	-	-	20,676,960
	(17,304,733)	-	-	-	(17,304,733)
Income from Broadcasting operations*	8,147,734	-	11,462 ^	-	8,159,196
	(7,114,374)	-	-	-	(7,114,374)
Sale of recorded tapes*	-	-	-	-	-
	(600,000)	-	-	-	(600,000)
Management fee	600,000	-	-	-	600,000
	(600,000)	-	(1,200,000)**	-	(1,800,000)
Purchase of fixed Assets	-	-	-	-	-
	(221,115)	-	-	-	(221,115)
Sale of Fixed Assets	791,438	-	-	-	791,438
	-	-	-	-	-
SMS charges	719,646	-	-	-	719,646
	(615,630)	-	-	-	(615,630)
Screen Rent	11,163,340	-	-	-	11,163,340
	(7,480,146)	-	-	-	(7,480,146)
Rent payment made to related parties for use of common facilities/ utilities	5,397,426	-	1,382,237**	-	6,779,663
	(5,315,749)	-	(2,359,500)	-	(7,675,249)
Rent charged to related parties for use of common facilities/ utilities	47,877	-	4,518,909 ^	-	4,566,786
	(14,064)	-	(5,760,152) ^	-	(5,774,216)
Remuneration / fee paid	-	-	-	21,506,398	21,506,398
	-	-	-	(19,499,758)	(19,499,758)
Misc Inter-Company service received from related parties & other charges paid	3,276,977	-	1,417,610 **	-	4,694,587
	(2,228,381)	-	(1,110,896)**	-	(3,339,277)

Misc Inter-Company services rendered to related parties & other charges received	75,348	-	2,050,976 ^	-	2,127,524
			1,200 #		
	(583,785)	-	(1,172,687)	-	(1,756,472)
Interest Charged on Loans	-	-	46,797,780 ^		46,797,780
	-	-	(6,461,247) ^	-	(6,461,247)
Loan Given	-	-	350,000,000 ^	-	350,000,000
	-	-	(160,00,000) ^	-	(160,00,000)

(*) The figures include Sales Tax / Service Tax as applicable
(**) Represents transactions with Thomson Press (India) Limited.
(^) Represents transactions with Radio Today Broadcasting Limited.
(#) Represents transactions with Mail Today

Note:

1. Previous year figures are in bracket
2. Other Related Party transactions:
   The Company is using certain 2 MB telephone leased obtained from Mahanagar Telephone Nigam Limited. These facilities were originally obtained in the name of Living Media India Limited and are pending transfer in the name of the Company.

(III). Outstanding Balances pertaining to Related Parties **Amount Rs.**

Name of the Related Party	Amount outstanding as at March 31, 2009	Amount outstanding as at March 31, 2008
Living Media India Limited	(30,237,806)	(13,035,889)
Total Holding Company	**(30,237,806)**	**(13,035,889)**
Radio Today Broadcasting Limited	563,170,187	171,379,256
Thomson Press India Limited	(322,718)	(25,115)
Mail Today News Papers Ltd.	262,421	262,421
Total Fellow Subsidiary Companies	**563,109,890**	**171,616,562**
Aroon Purie	(20,946,411)	(12,804,427)
Total Director	**(20,946,411)**	**(12,804,427)**

Figures in brackets represent amounts payable.

7. Segment Reporting:

   a) Primary Segment:

   The Company operates predominantly in only one business segment viz. ‘News broadcasting operations’ and there are no significant reportable business segments.

   b) Secondary Segment:

   The Company caters to the predominantly to the needs of Indian market and there are no significant reportable geographical segments.

8. Operating Leases

   The Company has cancelable lease arrangements mainly for leasing of office premises and Company leased accommodations for its employees. Terms of lease include terms of renewal, increase in rents in future periods and terms of cancellation. The operating lease payments recognized in the Profit & Loss account amount to Rs. 60,702,890 (Previous Year: Rs. 61,291,664), net of sublease rental received Rs. 4,494,528 (Previous Year Rs. 4,501,574).

9. The Company has bought back and extinguished 41,132 equity shares during the year, under its buy back scheme which commenced on March 16, 2009

10. As per the information available with the Company, during the year, there have been no transactions with the enterprises covered under the Micro, Small & Medium Enterprises Development Act, 2006.

11. Investments include Rs. 11,000,000 being shares held of Radio Today Broadcasting Limited (RTBL), a fellow subsidiary. Loans and Advances include Rs. 551,226,607 being loan given by the Company to RTBL, including interest charged thereon. While, RTBL is incurring losses, based on an independent valuation carried out and a restructuring under examination, the Company is of the view that there is no permanent diminution in the carrying value of above investment and loan in RTBL and accordingly, no provisions therefor are considered necessary.

12. Previous year’s figures have been regrouped/ reclassified wherever necessary to make them comparable to current year’s figures.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

		For the Year Ended March 31, 2009		For the Year Ended March 31, 2008
Cash flows from operating activities				
Net profit before taxation and after Employees Stock Compensation Expense	**487,492,073**		667,228,919	
Adjustments for:				
Depreciation	**194,212,923**		160,055,729	
Deferred Revenue Expenditure written off	**–**		2,893,993	
Emlpoyees stock Compensation Expense	**1,593,825**		1,126,751	
Provision for Gratuity	**2,220,757**		(8,673,742)	
Provision for Leave Encashment	**24,797,880**		3,606,268	
Provision for Doubtful Debts & Advances	**34,997,346**		15,531,413	
Bad debts & Advances written off	**–**		80,861	
Provision for dimunition in the value of Investments	**1,738,736**		–	
Provision no longer required written back	**(60,648,127)**		(69,401,521)	
Provision for Wealth Tax	**1,675,283**		1,621,438	
Loss on sale of Fixed Assets	**1,611,868**		4,129,519	
Managerial Remuneration	**20,946,411**		19,499,758	
Fixed Assets written off	**–**		15,012,424	
Interest received on deposits	**(100,825,069)**		(96,098,013)	
Dividend Income	**(7,955,555)**		(10,305,565)	
Interest Paid	**69,828**		43,528	
Profit on sale of investments	**(61,228,167)**		(21,270,016)	
Operating profit before working capital changes	**540,700,013**		685,081,745	
Change in Sundry Debtors	**111,972,092**		(150,371,057)	
Change in Other Current Assets	**(381,538,600)**		(162,882,460)	
Change in Current Liabilities & Provisions	**(28,464,707)**		166,240,529	
Cash generated from operations	**242,668,798**		538,068,757	
Income taxes paid	**(176,679,191)**		(259,959,195)	
Wealth tax paid	**(1,620,556)**		(1,500,448)	
Net cash from operating activities		**64,369,051**		276,609,114
Cash flows from investing activities				
Purchase of investments	**(1,999,020,360)**		(964,585,017)	
Sale of investments	**2,623,430,975**		440,472,629	
Purchase of fixed assets	**(70,257,847)**		(89,327,326)	
Dividend received	**7,955,555**		10,305,565	
(Increase) in Capital Work in Progress	**(230,131,756)**		19,764,405	
Proceeds from sale of Fixed Assets	**1,669,227**		12,577,051	
Interest received on deposits	**80,243,937**		72,044,231	
Net cash from investing activities		**413,889,732**		(498,748,462)
Cash flows from financing activities				
Proceeds from issuance of share capital	**(2,836,484)**		669,150	
Proceeds from Cash Credits (Net)	**–**		(43,437,549)	
Interest paid	**(69,828)**		(43,528)	
Dividend & Corporate Dividend Tax paid	**(50,900,722)**		(50,892,825)	
Net cash used in financing activities		**(53,807,034)**		(93,704,752)
Net increase in cash and cash equivalents		**424,451,749**		(315,844,100)
Cash and cash equivalents at beginning of year		**487,161,956**		803,006,056
Cash and cash equivalents at end of year (see Note 1)		**911,613,705**		487,161,956

Note : 1

Cash and cash equivalents at end of year		
Cash in hand	**563,382**	285,441
Balance with scheduled banks -		
- Current Accounts	**12,491,703**	17,730,163
- Dividend Account	**880,573**	702,625
- Deposit Accounts-	**897,678,047**	468,443,727
Balance with non-scheduled banks		
- Current Accounts	**–**	–
Cash and cash equivalents	**911,613,705**	487,161,956

Note : 2

Figures in brackets indicate cash outflow

Note : 3

The above Cash flow statement has been prepared under the indirect method setout in AS-3 issued by the Institute of Chartered Accountants of India.

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

The Schedules referred to above form an integral part of the Cash Flow Statement.

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-
Ashok Kumar Vermani
GM - Legal & Company Secretary

Sd/-
Gulab Makhija
VP - Finance & Accounts

Sd/-
Anil Mehra
Director

Sd/-
Aroon Purie
Chairman & Managing Director

Place : New Delhi
Date : June 18, 2009

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the Fourth Annual Report with the Audited Statement of Accounts for the year ended 31st March 2009.

1. **Financial Results**

During the financial year 2008-09, the Company is yet to gear up all its activities and earned an income of Rs. 136,899/- (Rupees One Lakh Thirty Six Thousand Eight Hundred Ninety Nine only) mainly on interest on Bank Deposits (Gross of Tax Deducted at source Rs. 27,758/-) as compared to interest on Bank deposits of 123,151/- (Rupees One Lakh Twenty Three Thousand One Hundred and Fifty One only) earned last year Hence, the Company has earned a profit of Rs. 94,742/- (Rupees Ninety Four Thousand Seven Hundred and Forty Two only) after adjustment of current tax and brought forward balances during the period under review.

2. **Dividend**

Since no operations of the Company were commenced during the period, your directors do not recommend a Dividend for the current year.

3. **Operations**

The operations have not been started in the current year.

4. **Director's Responsibility Statement: -**

In terms of the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors state that: -

i) In the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.

iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The Directors had prepared the annual accounts on a going concern basis.

5. **Auditors**

The auditors of your company M/s. Price Waterhouse, Chartered Accountants, retire at the close of forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

6. **Compliance Certificate by Company Secretary in Practice**

The Company has obtained compliance certificate in terms of Proviso to Section 383A (1) of the Companies Act, 1956, from Company Secretary in practice, which is appended hereto and forming part of this Directors Report.

7. **Directors**

In accordance with the requirement of Section 256 of the Companies Act, 1956 and the Articles of Association of your company, Mrs. Rekha Purie, Director of the Company, retires by rotation at the Fourth Annual General Meeting and being eligible offers himself for re-appointment.

8. **Personnel**

Since no employee was employed during the current financial year, the provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, are not applicable in the current year.

9. **The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988**

The requirement of clause (e) of sub-section (1) of section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, being not applicable in the current year.

For and on behalf of the Board of Directors

	Sd/-	Sd/-
Place : New Delhi	**Aroon Purie**	**Anil Mehra**
Date : June 18, 2009	*Director*	*Director*

COMPLIANCE CERTIFICATE

[Pursuant to provision to sub–section (1) of section 383A of the Companies Act, 1956 and Rule 3(1) of the Companies (Compliance Certificate) Rules, 2001]

CIN: U74899DL2005PLC142634
Authorized Capital: 15,00,000
Paid-up Share Capital: 15,00,000
To The Members,
T.V. TODAY NETWORK (BUSINESS) LIMITED
VIDEOCON TOWER
E-1, JHANDEWALAN EXTENSION
DELHI-110 055

I Shalini Sharma, Company Secretary, has examined the registers, records, books and papers of **T.V. TODAY NETWORK (BUSINESS) LIMITED** as required to be maintained under the Companies Act, 1956,and the rules there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2009. In my opinion and to the best of my information and according to the examinations carried out by me and explanation furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in *Annexure 'A'* to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. Forms as stated in *Annexure 'B'* have been filed with the Registrar of Companies as prescribed under the act and rules made there under in the financial year under scrutiny.
3. The Company being a Public Limited Company, comments are not required.
4. The Board of Directors duly met four times on 24th June 2008, 31st July 2008, 27th October 2008 and 23rd January 2009 in respect of which proper notices were given and proceedings were properly recorded and signed including the circular resolution passed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Registers of Members during the financial year under scrutiny.
6. The Annual General Meeting for the financial year ended 31-3-2008 was held on 25th September, 2008 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year under scrutiny.
8. The Company has not given any loans and advances as referred to in the section 295 of the Companies Act, 1956 during the financial year under scrutiny.
9. The Company has not entered into contracts falling within the purview of Sec. 297 of the Act during the financial year under scrutiny.
10. The Company was not required to make any entries in the register kept under section 301 of the Act.
11. As there was no instance falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Govt.
12. The Company has not issued any duplicate share certificates during the financial year under scrutiny.
13. The Company during the financial year , :
    - i. has not received any request for transfer of shares and has not issued any certificate for allotment of shares as no allotment was made;
    - Ii. has not deposited any amount of dividend or interim dividend in a separate bank account, as no dividend was declared,
    - iii. was not required to post any warrants to any member of the company as no dividend was declared ;
    - iv. was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued there on which has remained unclaimed or unpaid for a period of seven years to Investors Education & Protection fund as it was not applicable, and
    - v. has duly complied the requirements of section 217 of the Act;
14. The Board of Directors of the Company is duly constituted and there was no change in the Board during the financial year under scrutiny.
15. The Company has not appointed any Managing Director/ Whole Time Director/Manager during the financial year under scrutiny.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approval of Central Govt., Company Law Board, Regional Director, Registrar of Companies or such authorities prescribed under the various provisions of the Act as during the financial year.
18. The Directors have duly disclosed interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under have duly complied with.

19. The Company has not allotted any shares during the financial year under scrutiny.
20. The Company has not bought back any shares during the financial year under scrutiny.
21. The Company does not have preference shares as part of its share Capital.
22. There was no transaction necessitating the Company to keep in abeyance rights to dividend, right shares and bonus Shares pending registration of transfer of shares during the financial year under scrutiny.
23. The Company has not invited/accepted any deposits falling within the purview of Sec.58A during the financial year under scrutiny.
24. The Company has not made borrowings during the financial year under scrutiny.
25. The Company has not given loans or made any investment or given any guarantee or provided any security during the financial year under scrutiny in terms of provisions of section 372A of the Companies Act, 1956.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year under scrutiny.
32. The Company has not received any security deposit from its employees during the financial year under scrutiny.
33. The provisions of Provident fund are not applicable to the company.

Place : New Delhi
Date : June 18, 2009

S. JOSHI & ASSOCIATES
Company Secretaries
Shalini Sharma (Prop.)
F.C.S. 5911
C.P.NO. 6091

Annexure-A

Registers maintained by the Company

1.	Register of Members	U/s 150
2.	Register of Shareholder Attendance	U/s 152
3.	Minutes of Board Meeting	U/s 193
4.	Minutes of Shareholders Meeting	U/s 193
5.	Books of Accounts	U/s 209
6	Register of Contracts or Arrangement	U/s 301
7	Register of Directors	U/s 303
8	Register of Directors Shareholding	U/s 307

Annexure-B

Form and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Govt., or Other Authorities during the financial year ending 31-3-2009

S.No.	Form No.	Relevant date/ Period	Filed u/s	Date of filing	Whether filed within time prescribed	Additional fees paid, if any
1.	Annual Return	25-09-08	159	18-11-08	Yes	N/A
2.	Annual Accounts	2007-08	220	25-10-08	Yes	N/A
3.	Form 66	2007-08	383A	22-10-08	Yes	N/A

AUDITORS' REPORT TO THE MEMBERS OF T.V. TODAY NETWORK (BUSINESS) LIMITED

1. We have audited the attached Balance Sheet of TV Today Network (Business) Limited, as at March 31, 2009 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we further report that:

   i. The Company does not have any fixed assets and hence clause (i) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   ii. The Company does not have any inventory and hence clause (ii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   iii (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act, hence clause (iii) (a) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   (b) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act, hence clause (iii) (b) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   iv. The Company has not purchased any inventory and fixed assets and has not sold any goods and services during the year. Hence, clause (iv) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   v. According to the information and explanations given to us, there have been no contracts or arrangements referred to in Section 301 of the Act during the year to be entered in the register required to be maintained under that Section. Accordingly, commenting on transactions made in pursuance of such contracts or arrangements does not arise.

   vi. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

   vii. As the company is not listed on any stock exchange or the paid-up capital and reserves of the company as at the commencement of the financial year did not exceed Rupees Fifty Lakhs or the average annual turnover for a period of three consecutive financial years immediately preceding the financial year did not exceed Rupees Five Crores, clause (vii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 is not applicable to the company for the current year.

   viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products/services of the company.

   ix. The Company has not incurred any statutory liability during the year and hence clause (ix) of paragraph 4 the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

   x. As the company is registered for a period less than five years, clause (x) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 is not applicable to the company for the current year.

   xi. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

   xii. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/societies are not applicable to the company.

xiv. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.

xv. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

xvi. The company has not obtained any term loans.

xvii. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.

xviii. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.

xix. The company has not issued any debentures and there are no debentures outstanding as at year end. Hence, clause (xix) of paragraph 4 of the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable.

xx. The Company has not raised any money by public issues during the year.

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

4. Further to our comments in paragraph 3 above, we report that:

(a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;

(c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;

(e) On the basis of written representations received from the directors, as on March 31, 2009 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

(f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2009;

(ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and

(iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Sd/-
USHA RAJEEV
Partner
Membership No. F-87191

For & on behalf of
PRICE WATERHOUSE
Chartered Accountants

Place: New Delhi
Dated: June 18, 2009

BALANCE SHEET AS AT MARCH 31, 2009

	Schedule	**As at March 31, 2009 Amount (Rs.)**	As at March 31, 2008 Amount (Rs.)
I. Sources of Funds			
(1) Shareholders' Funds:			
(a) Capital	A	**1,500,000**	1,500,000
(b) Reserve & Surplus	B	**94,742**	31,559
TOTAL		**1,594,742**	1,531,559
II. Application of Funds			
(1) Current assets, loans and advances			
(a) Cash and bank balances	C	**1,710,564**	1,605,394
		1,710,564	1,605,394
Less: Current liabilities and provisions			
(a) Sundry Creditors	D	**107,958**	69,000
(b) Provisions	E	**7,864**	4,835
Net Current Assets		**1,594,742**	1,531,559
TOTAL		**1,594,742**	1,531,559
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	H		

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

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

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-
Anil Mehra
Director

Sd/-
Aroon Purie
Director

Place : New Delhi
Date : June 18, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

	Schedule	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
INCOME			
Other Income	F	**136,899**	123,151
		136,899	123,151
EXPENDITURE			
Administrative and Other Costs	G	**30,245**	26,652
		30,245	26,652
PROFIT (LOSS) BEFORE TAXATION		**106,654**	96,499
Fringe Benefit Tax			
Tax Expenses			
Current Tax		**43,471**	39,697
PROFIT /(LOSS) AFTER TAXATION		**63,183**	56,802
Balance brought forward		**31,559**	(25,243)
Profit/Loss carried forward to Balance Sheet		**94,742**	31,559
Earnings Per Share [Refer Note 2 Schedule H(B)]		**0.42**	0.38
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	H		

This is the Profit & Loss Account referred to in our report of even date.

The Schedules referred to above form an integral part of the Profit & Loss Account.

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

For and on behalf of the Board

Sd/-
Anil Mehra
Director

Sd/-
Aroon Purie
Director

Place : New Delhi
Date : June 18, 2009

FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2009

	As at March 31, 2009 Amount (Rs.)	As at March 31, 2008 Amount (Rs.)
SCHEDULE - A		
SHARE CAPITAL		
Authorised		
150,000 (Previous Year 150,000) Equity Shares of Rs. 10/- each	**1,500,000**	1,500,000
	1,500,000	1,500,000
Issued, Subscribed and Paid-up		
150,000 (Previous Year 150,000) Equity shares of Rs. 10/- each fully paid up	**1,500,000**	1,500,000
150,000 (Previous Year 150,000) Equity Shares of Rs. 10/- each are held by T.V. Today Network Ltd., the holding company		
SCHEDULE - B		
RESERVE & SURPLUS		
Balance transferred from the Profit and Loss Account	**94,742**	31,559
TOTAL	**94,742**	31,559
SCHEDULE - C		
CASH AND BANK BALANCE		
Cash in Hand	**1,500**	1,500
Balance with Scheduled Bank		
- Current Account	**31,017**	34,988
- Deposit Accounts	**1,678,047**	1,568,906
TOTAL	**1,710,564**	1,605,394
SCHEDULE - D		
SUNDRY CREDITORS		
Total outstanding due to Creditor other than micro and small enterprises [Refer Note 3 Schedule H (B)]	**94,000**	69,000
Sundry Creditors	**13,958**	–
	107,958	69,000
SCHEDULE - E		
PROVISIONS		
Provisions for Income tax		
(Net of Advance Tax Rs 73,705 (Previous Year Rs.45,947))	**7,864**	4,835
Less: Advance Income tax	**–**	–
TOTAL	**7,864**	4,835

FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

	For the Year Ended March 31, 2009 Amount (Rs.)	For the Year Ended March 31, 2008 Amount (Rs.)
SCHEDULE - F		
OTHER INCOME		
Interest on Bank Deposits [Gross of Tax Deducted at Source Rs. 27,758 (Previous Year Rs. 25,369)]	**136,899**	123,151
	136,899	123,151
SCHEDULE - G		
ADMINISTRATIVE AND OTHER COST		
Legal & professonal charges	**25,000**	25,000
Rates & Taxes	**1,274**	1,240
Miscellaneous Expenses	**3,971**	412
	30,245	26,652

SCHEDULE - H

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Convention

The financial statements are prepared to comply in all material aspects with all applicable accounting principles in India, the applicable accounting standards notified U/s 211 3(C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

The Company is a Small and Medium Sized Company ('SMC') as defined in the General Instruction in respect of Accounting Standards notified under Companies Act, 1956. Accordingly the Company has complied with Accounting Standards applicable to a Small and Medium Sized Company.

b. Earnings per Share

The earnings considered in ascertaining the Company's EPS comprises the net profit/loss after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

c. Preliminary Expenditure

Preliminary expenses incurred are recognized as expense.

d. Taxes on Income

Tax expense for the Year, comprising current tax is included in determining the net profit for the year.

Deferred tax is recognized for all deductible timing differences and deferred tax assets are carried forward to the extent there is reasonable and/or virtual certainty, as the case may be that sufficient future taxable profit will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date.

B. NOTES TO ACCOUNTS

1. Related Party Disclosures (as identified and certified by the Company) as per the requirement of Accounting Standard 18 issued by the Institute of Chartered Accountants of India and notified under Companies Act, 1956:

   (I) Name of the related party and nature of related party relationship where control exists:

   (a) Entities Controlling the Company (Holding Companies):

   - Living Media India Limited
   - T.V.Today Network Limited

   (b) Companies under common control :

   - Thomson Press (India) Ltd.
   - Radio Today Broadcasting Limited

   (II) Transactions with related parties during the year in the ordinary course of business:

Name of Transaction	**Holding company**	**Total**
Self Assessment Tax	13,958	13,958

   (III) Outstanding balances pertaining to Related Parties as on 31st March, 2009

Name of Related Party	**Amount outstanding as at March 31, 2009**	**Amount outstanding as at March 31, 2008**
T.V.Today Network Limited	13,958	NIL

2. Earnings per share

		2008-2009	2007-2008
(a)	Net Profit/ (Loss) after tax (Rs.)	63,183	56,802
(b)	Number of equity share outstanding at the end of the year /weighted average number of equity shares outstanding during the Year.	150,000	150,000
(c)	Nominal Value Per Share (Rs.)	10	10
(d)	Basic and Diluted Earnings Per Share (Rs.) (a/b)	0.42	0.38

The Company does not have any outstanding dilutive potential equity shares.

3. Based on the information available with the Company, there are no transactions during the year (Previous period Nil) or balances outstanding as at the Balance Sheet date with / to small scale industrial undertaking and Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

4. No Deferred tax asset has been recognized on the brought forward losses of the company as there is no virtual certainty of its realization.

5. Information pursuant to the provisions of paragraph 3, and 4 of part- II of Schedule –VI to the companies Act, 1956:-

Auditors Remuneration	**2008-09** (Rs.)	2007-08 (Rs.)
Statutory Audit	25,000 *	25,000 *
* Includes service tax & out of pocket expense		

6. Previous year's figures have been regrouped/ reclassified wherever necessary to make them comparable to current year's figures.

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

	For the year ended March 31, 2009		For the year ended March 31, 2008	
Cash flows from operating activities				
Net Profit (loss) before taxation	106,654		96,499	
Adjustments for:				
Interest received on Deposits	(136,899)		(123,151)	
Operating profit before working capital changes	**(30,245)**		(26,652)	
Change in Current Liabilities & Provisions	38,958		25,000	
Cash generated from operations	**8,713**		(1,652)	
Income Tax Paid	(26,694)		(35,659)	
Net cash from operating activities		**(17,981)**		**(37,311)**
Cash flows from investing activities				
Interest received from deposits	**123,151**		123,151	
Net cash from Investing activities		**123,151**		**123,151**
Cash flows from financing activities				
Proceeds from Issue of Share Capital	–	–	–	–
Net cash from financing activities	–	–	–	–
Net increase in cash and cash equivalents		**105,170**		**85,840**
Cash and cash equivalents at beginning of period		**1,605,394**		**1,519,554**
Cash and cash equivalents at end of period (see Note 1)		**1,710,564**		**1,605,394**

Note: 1

Cash and cash equivalents at end of Year		
Cash in hand	1,500	1,500
Balance with Scheduled Banks:		
Current Accounts	31,017	34,988
Deposit Accounts	1,678,047	1,568,906
Cash and cash equivalents	**1,710,564**	**1,605,394**

Note :2
Figures in brackets indicate cash outflow

Note : 3
The above Cash flow statement has been prepared under the indirect method setout in AS-3 issued by the Institute of Chartered Accountants of India.

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

The notes referred to above from an integral part of the Cash Flow Statement.

Sd/-
Usha Rajeev
Partner
Membership No. F-87191
For & on behalf of
Price Waterhouse
Chartered Accountants

Place : New Delhi
Date : June 18, 2009

For and on behalf of the Board

Sd/-
Anil Mehra
Director

Sd/-
Aroon Purie
Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(A) REGISTRATION DETAILS

REGISTRATION NUMBER	:	142634
STATE CODE	:	55
BALANCE SHEET DATE	:	March 31, 2009

(B) CAPITAL RAISED DURING THE YEAR (Amount in Rs. '000)

PUBLIC ISSUE	:	NIL
RIGHTS ISSUE	:	NIL
BONUS ISSUE	:	NIL
PRIVATE PLACEMENT	:	NIL

(C) POSITION OF MOBILISATION AND DEPLOYEMENT OF FUNDS (Amount in Rs.'000)

TOTAL LIABILITIES	:	1,711
TOTAL ASSETS	:	1,711

SOURCES OF FUNDS

PAID-UP CAPITAL	:	1,500
RESERVE & SURPLUS	:	95
SHARE APPLICATION	:	NIL
SECURED LOANS	:	NIL
UNSECURED LOANS	:	NIL
DEFERRED TAX LIABILITY- NET	:	NIL

APPLICATION OF FUNDS

NET FIXED ASSETS	:	NIL
INVESTMENTS	:	NIL
NET CURRENT ASSETS	:	1,595
MISCELANEOUS EXPENDITURE	:	–
ACCUMULATED LOSSES	:	–

(D) PERFORMANCE OF THE COMPANY (Amount in Rs. '000)

TURNOVER	:	137
TOTAL EXPENDITURE	:	30
PROFIT/(LOSS) BEFORE TAX	:	107
PROFIT/(LOSS) AFTER TAX	:	63
EARNINGS PER SHARE IN RS.	:	0.42
DIVIDEND RATE %	:	NIL

(E) GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY

ITEM CODE NUMBER	:	–
PRODUCT DESCRIPTION	:	TELECAST & BROADCAST

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the members of the Company is scheduled to be held on Thursday, the 27th day of August 2009 at 1:00 P.M. at M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, (Shree Delhi Gujrati Samaj), 2, Raj Nivas Marg, Delhi-110054 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2009 and the Profit & Loss Account for the year ended on that date, together with the reports of the Auditors and Directors thereon.
2. To consider declaration of dividend on equity shares.
3. To appoint a Director in place of Mr. Anil Mehra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajeev Thakore, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorize the Board of Directors and/or Committee thereof to fix their remuneration.

By order of Board
For **T.V. Today Network Limited**
Sd/-
Ashok Kumar Vermani
G.M. (Legal) &
Company Secretary

Place : New Delhi
Date : June 18, 2009

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more persons as his proxies to attend and vote instead of himself and the proxy need not be a member of the Company**.
2. **The proxy form in order to be effective should be duly stamped, signed and completed in all respects and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the aforesaid meeting.**
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of any body corporate which is a shareholder of the Company, unless a certified copy of the resolution appointing him/her as duly authorized representative has been deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting
4. The Register of Members and Share Transfer Books of the Company will be closed from August 18, 2009 to August 27, 2009 (Both days inclusive).
5. If dividend on equity shares as recommended by the Directors is approved at the meeting, the payment of such dividend will be made to those members of the Company whose name appear on the Register of Members and as per beneficial owners position received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of August 18, 2009.
6. Consequent upon introduction of Section 205C of the Companies Act, 1956 the dividend remaining unpaid or unclaimed for seven years shall be transferred to the Investor Education and Protection Fund of the Central Government. Members who have not encashed dividend warrant(s) so far for the year ended March 31, 2004 and thereafter are requested to make their claims to the Company. PLEASE NOTE THAT ONCE THE UNCLAIMED DIVIDEND IS TRANSFERRED TO THE CENTRAL GOVERNMENT, AS ABOVE, NO CLAIM SHALL LIE IN RESPECT THEREOF.
7. Members are requested to:
   a. Notify promptly any change in their address either to the Company at its registered office or to the Company's Registrar and Share Transfer Agent, M/s. MCS Limited, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020.
   b. Send their queries, if any, at least 15 days in advance of the meeting at the Company's registered office at Videocon Tower, E-1, Jhandewalan Extension, New Delhi –110 055 so that the information can be made available at the meeting.
   c. Fill the attendance slip for attending the meeting and those who hold the shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.
8. Shareholders are advised that copies of the Annual Report will not be distributed at the venue of the Annual General Meeting and hence the shareholders are requested to bring their copies of the Annual Report, which are mailed to them at their registered addresses intimated and available in the records of the Company.

9. Mr. Anil Mehra & Mr. Rajeev Thakore, Directors of the Company retire by rotation and are eligible for re-appointment at the Annual General Meeting. Brief resumes of the said Directors are as under:

Name	Mr. Anil Mehra	Mr. Rajeev Thakore
Age	64 years	52 years
Qualifications	FCA (Institute of Chartered Accountants of England & Wales and Institute of Chartered Accountants of India)	B.A. (Economic Honours) from St. Stephen's College, Delhi Univ. Delhi M.B.A. from University of Saskatchewan, Canada
Expertise in specific functional area	Financial Expert	Financial Expert
Date of appointment on the Board of the Company	December 28, 1999	January 9, 2004
Name(s) of the other Companies in which Directorship held	Living Media India Limited T.V. Today Network (Business) Limited Talbros Automative Components Limited Radio Today Broadcasting Limited Integrated Databases India Limited Thomson Digital (India) Limited The All India Finance & Commerce Private Limited The All India Investment Corporation Private Limited Active Media Technologies Private Limited India Today Online Private Limited	BVM Management Enterprises Private Limited BVM Advisors Private Limited BVM Investments Limited G&T Oilfield and offshore Services Private Limited
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	Chairman: Shareholders/Investors Grievance and Share Transfer Committee – T.V. Today Network Limited Member: Audit Committee – T.V. Today Network Limited Member: Remuneration Committee – T.V. Today Network Limited	Member: Audit Committee _ T.V. Today Network Limited
Shareholding in the Company	100 shares	300 shares

By order of Board
For **T.V. Today Network Limited**
Sd/-
Ashok Kumar Vermani
G.M. (Legal) &
Company Secretary

Place: New Delhi
Date : June 18, 2009

T.V. TODAY NETWORK LIMITED

Registered Office: Videocon Tower, E-1, Jhandewalan Extn.,
New Delhi –110 055

PROXY FORM

Folio No. ____________

I/We ____

being a member/ members of ____

hereby appoint ____

of ____

or failing him ____

as my/our proxy to vote for me/us on my/our behalf at the **ANNUAL GENERAL MEETING** of the company to be held on August 27, 2009 at 1:00 p.m. and at any adjournment thereof.

Signed this___________________________________ day of ______________ 2009.

Name____

Address ____ **Signature** _____________

Rs. 1/-
Revenue
Stamp

____

____

NOTE: Proxy Forms must reach the Company's Registered Office not less than 48 hours before the Commencement of the Meeting.

- TEAR HERE -

T.V. TODAY NETWORK LIMITED

Registered Office: Videocon Tower, E-1, Jhandewalan Extn.,
New Delhi –110 055

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

Name of the attending Member ____
(In Block Letters)

Folio No.____

Name of Proxy (In Block Letters) ____
(To be filled if the Proxy attends instead of the Member)

No. of Shares held _______________________________________

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company held on August 27, 2009 at M.P.C.U. Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, (Shree Delhi Gujrati Samaj), 2, Raj Nivas Marg, Delhi - 110 054 at 1.00 P.M.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

NOTE: PLEASE BRING YOUR COPY OF THE ANNUAL REPORT TO THE MEETING HALL AS COPIES OF THE REPORT WILL NOT BE DISTRIBUTED AT THE MEETING.

TV TODAY NETWORK LTD.

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