DB Corp Ltd

Leveraging Opportunities

Annual Report 2017-18

Leveraging Opportunities

In the complex and evolving world of today, success requires more than just a strategic roadmap to translate possibility into certainty. It requires the ability to action upon the available opportunities effectively and efficiently.

D. B. Corp Ltd. stays ahead of the curve in a highly competitive marketplace, where success is defined by the ability to seize opportunities.

Taking a leaf from the animal kingdom, which is replete with learnings that help thrive in a challenging environment, we have expanded the frontiers of our vision, while metamorphosing continuously in line with the needs of our audience.

We continue to soar to new heights of achievements drawing on intrinsic strengths with clarity, speed, focus, agility, adaptability and fearlessness.

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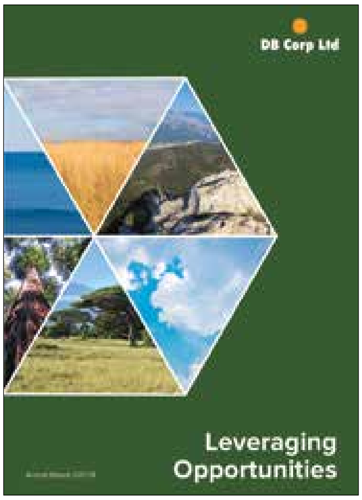

D. B. Corp Ltd. has mastered the art of flourishing in the habitat it occupies. Just as different animals strengthen their unique traits to thrive in their habitat, the Company continuously sharpens intrinsic traits required to remain at the helm of the media industry.

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Subsidiaries

Consolidated

DB Infomedia Private Limited

I Media Corp Limited

The Lion *(Panthera Leo)*

is a large and muscular animal belonging to the Cat family (Felidae). A symbol of strength, the Lion is considered a highly fearless animal that is ready to take on the toughest of challenge or competition. This trait gives a dominant position to the Lion, popularly known as the King of the jungle.

D. B. Corp Ltd. at a Glance

D. B. Corp Limited (DBCL) is India's Largest Newspaper Group, with a significant presence in Radio and Digital media.

A leading, diversified media player, the Company enjoys a dominant position in all its major markets, across states and languages. With an attractive portfolio of customised content that is designed to enrich and empower audiences, the Company is focussed on harnessing growth opportunities in urban and semi-urban markets of India.

VISION

To be the largest and most admired language media brand enabling socio-economic change.

VALUES

Trendsetter
We strive to differentiate in terms of format, content and policies that proactively incentivise risk-taking abilities and push the boundaries of our journalistic passion.

Result-oriented
We have a clear focus on goals. We are metrics driven in our reader connect, business operations and in our measurement of stakeholders' satisfaction. This result orientation is an important part of our everyday work ethos.

Analytical
The Group follows a logical and data-driven approach in all its endeavours.

Connected
We strive to establish a strong ground connect with national and international developments across sectors to capture the latest trends. Our finger is always on the pulse of our readers, customers, channel partners and employees. Establishing a culture of respect and recognition with internal and external stakeholders is of critical importance to us.

PRODUCT PORTFOLIO

6 Newspapers

Dainik Bhaskar | Divya Bhaskar | Divya Marathi

DB Star | DB Post | Saurashtra Samachar

Our Print portfolio comprises of six newspapers, including our flagship dailies: Dainik Bhaskar, Divya Bhaskar and Divya Marathi.

The Company's print presence spans across 12 states through 66 editions; 46 of Dainik Bhaskar, 9 of Divya Bhaskar, 6 of Divya Marathi, 4 of DB Star, 1 of DB Post along with 220 sub-editions in 4 languages (Hindi, Gujarati, Marathi and English).

10 Periodicals

Aha! Zindagi | Bal Bhaskar | Dharmdarshan | Kalash | Lakshya | Madhurima | Navrang | Rasik | Rasrang | Young Bhaskar

30 Radio Stations

7 States

94.3 MY FM is one of the largest radio network with a dominant presence across 7 states and 30 Tier II and Tier III cities of India. It caters to the local flavour of the markets and aims at becoming the voice of its listeners.

9 Digital Portals

4 Mobile Apps

The digital business has 9 portals and 4 mobile apps, catering to diverse digital audiences across segments. Dainik Bhaskar, Divya Bhaskar, Firstwall and Bhaskar Group e-Paper mobile applications provide users with a rich collection of information and entertainment.

dainikbhaskar.com | divyabhaskar.com | divyamarathi.com | bollywoodbhaskar.com | moneybhaskar.com | jeevanmantra.in | homeonline.com | dbpost.com | bhaskareducation.com

dainikbhaskar.com is the largest Hindi news site*

divyabhaskar.com is the World's No.1 website in the Gujarati language*

*Source: comScore March 2018

India's Largest Newspaper Group

~3,000

Journalists

56

State-of-the-art Printing Facilities

~5.8Mn

Circulation

Source: Internal Estimates

~59Mn

Readers

Source: IRS 17, TR - All India, Main + Variant

51%

Of India's Consumer Market Size

Source: Indicus Market Skyline 2015

51%

Of India's GSDP

Source: Indiastat

Leading Across Geographies

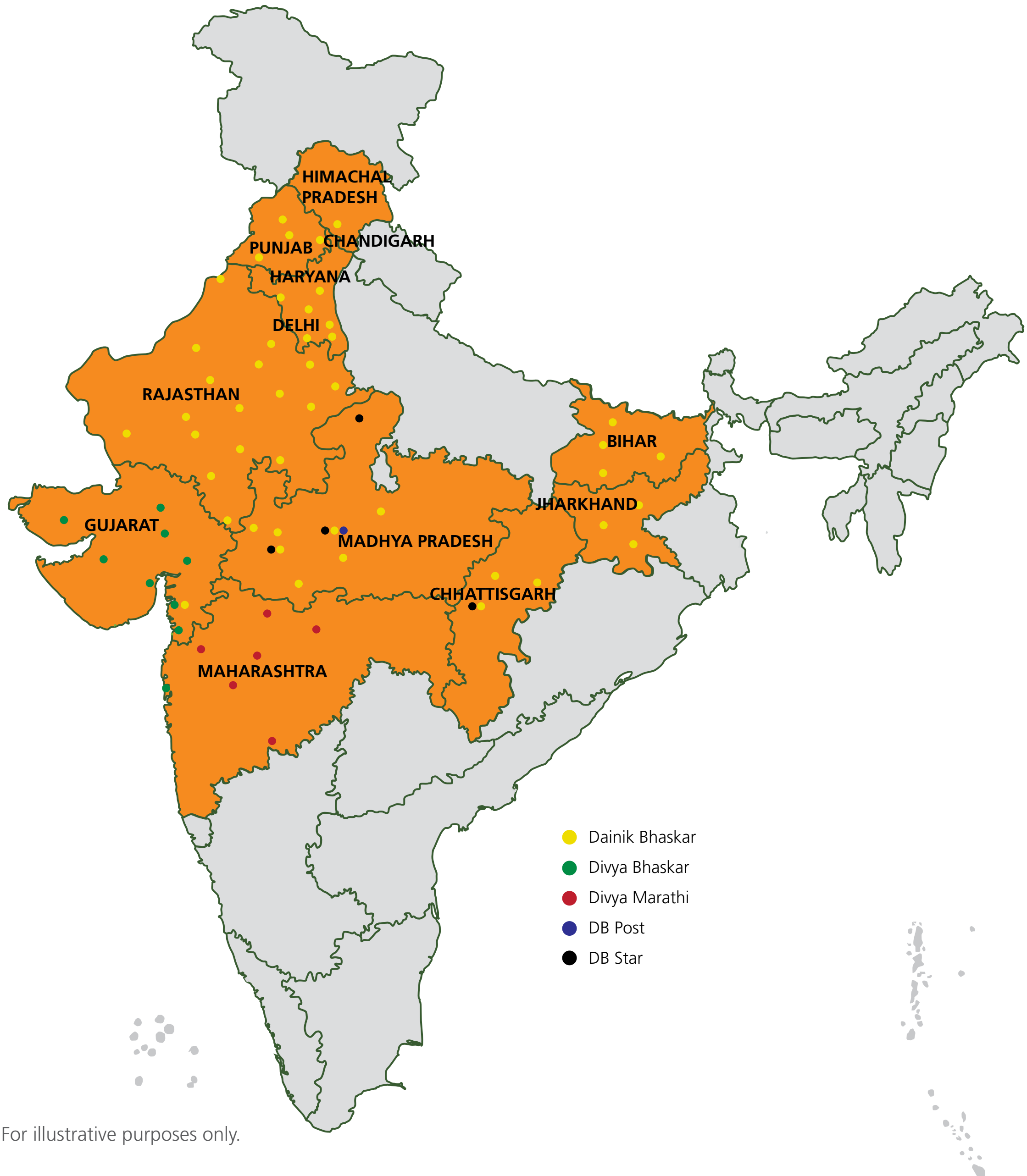
At DBCL, we have our finger on the pulse of our audiences. We are today a leading player in all the major markets of our presence and fearlessly expanding into new and hitherto regions by identifying the evolving needs of our audience.

58%

Of India's Land Area
(Source: Census 2011)

49%

Of India's Urban Population
(Source: Census 2011)



Map not to scale. For illustrative purposes only.

Message from the Managing Director

DEAR SHAREHOLDERS

It gives me great pleasure to unveil before you D. B. Corp Limited's Annual Report for FY 2017-18, which proved to be a significant year both in terms of financial performance and strategic growth. Powered by our intrinsic strengths, we continue to leverage the emerging opportunities across the industry landscape to report a good set of numbers, and strengthen our industry dominance, during the year.

Another year of fulfilment

Dainik Bhaskar Group has maintained its leadership as the Largest Newspaper Group of Urban India. Dainik Bhaskar Newspaper continues to hold the #1 position as the largest read newspaper of NCCS AB [earlier Socio-Economic Class i.e. SEC AB] and also retains its #1 position as the largest read newspaper of NCCS A [earlier SEC A], as per the recently announced Indian Readership Survey.

Looking back at the journey, which began around 60 years ago, I am happy to see that we have lived the philosophy of our Chairman, Late Shri Ramesh Chandra Agarwal, through our clarion call - 'Zidd Karo Duniya Badlo'. With our 6 newspapers in 4 languages across 12 Indian states, we believe we are enabling socio-economic change across the nation. Responding to changing readership trends, we have also diversified, and established leadership position, in the complementary digital media and radio segments.

Media industry – Regaining momentum

In the Media & Entertainment sector, growth is showing signs of pick-up, with better consumer sentiment. Favourable demographics, rise in consumer income, and increasing demand for knowledge, entertainment, sports and news, aided the growth of the Indian M&E sector during the year. Bucking international trends, the print and radio segments continued to grow, while building their digital presence.

Improving macros

On the domestic front, the economy witnessed major structural reforms during the year – Goods & Services Tax (GST) and continuing pressure from previous year's 'Demonetisation', impacted the business sentiment and growth rate during the first half of FY 2017-18. However, the economy stabilised and expanded by

6.7% in the 2nd half. The momentum is expected to accelerate, with IMF pegging growth at 7.4% and 7.8% in FY 2018-19 and FY 2019-20 respectively.

A fulfilling year of successful execution

Amid positive growth indications for the industry in the coming years, the Dainik Bhaskar Group is also capitalising on all opportunities across India's growing Tier II and III cities and towns. We embarked on the biggest ever circulation enhancement journey in the history of the Company this fiscal. As evident, both the editorial and circulation expansion strategies have played out their complimentary roles to lead significant circulation-led growth.

In FY 2017-18, our total revenue rose to ₹ 23,522 mn against ₹ 22,750 mn in FY 2016-17. Our business strategy during this period was focussed on product strengthening, along with a series of strategic initiatives to orient the editorial team in this direction, and complement the Company's circulation expansion strategy.

Our advertising revenues grew by 3% to ₹ 16,425 mn in FY 2017-18 against ₹ 15,973 mn in the previous year, partly affected by demonetisation's lingering effects and GST-led short-term economy disturbance. Our circulation revenue grew by 7% to ₹ 5,145 mn during FY 2017-18, compared to ₹ 4,814 mn in FY 2016-17.

Leveraging opportunities that lie in DB markets and efforts to harness them

Our theme for the Annual Report for FY 2017-18 is clearly aligned to our strategic endeavours across print, digital and radio businesses, while reflecting our outlook for FY 2018-19.

India has been witnessing a strong demographic shift in the semi-urban population in recent years and Dainik Bhaskar's Unmetro initiative continues to unearth this potential, going beyond the large metros. A total of 42 new and emerging urban clusters have transformed into consumption hubs. This is aligned to the Unmetro endeavour, which we had started exploring a few years ago, and in-line with which we have expanded our presence to about 50% of the new consumption clusters. Led by our localisation strategy, we have established a frontrunner position in key socio-economic segments, bringing notable value to brands and advertisers.

Dainik Bhaskar's circulation growth journey has shown commendable success, delivering significant growth of almost 15% in 9 months - from an average of 50.4 lakh copies at the start of the initiative in July 2017 to 57.9 lakh copies by the end of the year, majorly in our focus markets of Bihar, Rajasthan and Gujarat, on the back of a higher cover price. Our circulation strategy was effectively complimented by our strong editorial and product enrichment efforts, along with impactful reader engagement initiatives.

The final outcome, as evident from the increase in circulation figures was gratifying, reflecting the success of our business strategies, the strength of our execution abilities, and most importantly, the value of our product to our readers.

Getting ready for future opportunities

According to the latest Google and KPMG report, Hindi is likely to overtake English as the fastest growing language in terms of internet users[1] over the next few years. We are accordingly aligning ourselves and preparing for that future. Through a combination of our Print, Radio & Digital offerings, we are enhancing audience experience. As we progress, we shall continue to leverage the success of our circulation expansion drive, monetising growth with higher volumes, better rates and higher market share.

Delivering on our vision, we dedicate the 73rd birth anniversary of our Chairman Late Shri Ramesh Chandra Agarwal as 'Prerna Diwas'. Dainik Bhaskar has initiated the establishment of the Ramesh & Sharda Agarwal Foundation, which will contribute to core areas of socio-economic welfare, including education of girl child, adoption of old age homes, mentoring talented small-scale businesses, and building a convention centre of international standards in Bhopal.

We have clearly drawn our roadmap for FY 2018-19. Our two distinct priorities are

Dainik Bhaskar's circulation growth journey has shown commendable success, delivering excellent growth of almost 15% in 9 months - from around 51 lakh copies as of June end 2017 to around 58 lakh copies at the end of March 2018.

strengthening Dainik Bhaskar's dominance in Circulation and, resultantly, accelerating revenue growth. We remain determined to further fortify our leadership position and build a futuristic, agile and competitive organisation. Our talent pool and leadership strength, with diverse yet complementary skills and extensive industry experience is steering this journey. We continue to build our synergies and leverage the competitive strengths across each business segment to create shareholder value.

I take this opportunity to thank the Board of Directors, stakeholders and our team for their consistent support and strategic guidance to steer the organisation towards higher long-term growth in a very competitive market.

Warm regards

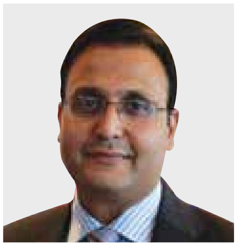
Sudhir Agarwal
Managing Director

[1]https://www.forbes.com/sites/baxiabhishek/2018/03/29/more-indians-access-the-internet-in-their-native-language-than-in-english/#4e44cdbc4a03

Board of Directors

Sudhir Agarwal, *Managing Director*

Mr. Sudhir Agarwal has close to 24 years of experience in the publishing and newspaper business and has been a part of the organisation for the same number of years. He is responsible for its long-term vision, business planning and performance monitoring. His dynamic leadership and clear vision, led the Company to encompass multiple states, three new languages and a Pan-India presence. Under his supervision, the Company's door-to-door contact launch process has helped its newspapers become No.1 from day one. His aggressive management qualities have led analysts and investors to consider the Company as one of the fastest growing media Group of India.

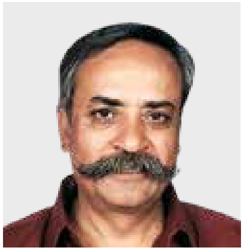


Girish Agarwal, *Non-Executive Director*

Mr. Girish Agarwal has been on the Board since October 1995 and has approximately 21 years of experience. He heads the marketing and related operations of the Group. He is also an active member of the INS and holds the distinction of being its youngest Chairman in Madhya Pradesh. He has been awarded 'Entrepreneur of the Year' by Ernst & Young in 2006 and 'Outstanding Entrepreneur' at the Asia Pacific Entrepreneur Awards (AEPA). Under his leadership, Divya Bhaskar, the Group's Gujarati daily has won the 'Best in Print' (Bronze) award at the IFRA Asia-Pacific Awards. Divya Bhaskar is the only Indian Language newspaper in India to have won this award.

Pawan Agarwal, *Deputy Managing Director*

Mr. Pawan Agarwal has been on the Board since December 2005. He holds a B.A. degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He heads production and the information technology department along with the Radio and DB Digital Business within the Group. He has been awarded by the Prime Minister for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia-Pacific, 2010.

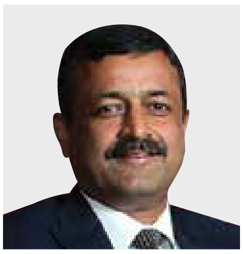


Piyush Pandey, *Non-Executive Independent Director*

Mr. Piyush Pandey (63 years) is the Non-Executive Independent Director of our Company. He has been on the Board of our Company since November 28, 2007. He has over 35 years of experience in advertising – all with Ogilvy and Mather, India. He is the only Indian to have won three Grand Prizes at the London International Advertising Awards. He was awarded the Clio Lifetime Achievement Award in 2012 and the Padma Shri in 2016 in recognition of his distinguished service in the field of advertising and communication – the first Indian to be awarded in this field. He published his first book 'Pandeymonium' in 2015. He was also awarded the Lion of St. Mark at the International Festival of Creativity at Cannes 2018.

Harish Bijoor, *Non-Executive Independent Director*

Mr. Harish Bijoor has been on the Board of the Company since November 2007. He started his career with Hindustan Lever Limited (formerly known as Brooke Bond Lipton India Ltd.). Currently, he is a brand-thinker and practitioner operating out of Bengaluru, India. He runs a unique boutique-consulting outfit branded 'Harish Bijoor Consults Inc.' Harish has spent his career across the aggressive realms of FMCG, Telecom and Consumer Durables. He has also served at Zip Telecom Ltd. and Tata Coffee Limited in varied roles in the senior management. He is an active member of different coffee forums including the Coffee Board of India. Besides, he was an active member of the sub-committee on plantations of the Planning Commission.



Ashwani Singhal, *Non-Executive Independent Director*

Mr. Ashwani Singhal has been on the Board of the Company since November 2007. He has over 30 years of experience in non-ferrous metallurgical industry. He is currently handling the global sourcing of raw materials for his business of manufacturing Aluminium Deox and Ferro Aluminium for the steel industry. He is the founder-director of 'The Metal Recycling Association of India' and has served as the District Chairperson - Sight First Co-ordinator of 'The International Association of Lions Clubs District 323 A3' Mumbai, India, 2015-16.

Anupriya Acharya, *Non-Executive Independent Director*

Anupriya Acharya, CEO, Publicis Media India is an eminent media professional with 22+ years of experience in media agencies across India and Singapore. Prior to this, she has also held positions of Group CEO of Zenith Optimedia, CEO - Aegis Media Singapore, Leader - Team Unilever South Asia at Mindshare and President - The Media Edge India. She is a Jury member on key media industry awards in India and APAC and speaks frequently at key industry events. She has been felicitated by Forbes India as 'W-Power' Trailblazer 2018 and received 'Beti' FICCI FLO Gr8 Awards 2018 for Media & Advertising. She was also featured amongst Top 10 on Impact's list of '50 Most Influential Women' 2018. A Post Graduate in Chemistry from IIT - Roorkee, her interests are adventure trips, photography and interior designing.

The Mountain Goat *(Oreamnos Americanus)*
is a sure-footed climber that can easily negotiate its way through cliffs and ice, to reach its destination, with its highly focussed approach. It is the largest mammal found in its high-altitude habits, where it can be easily seen to stand out above the tree line.

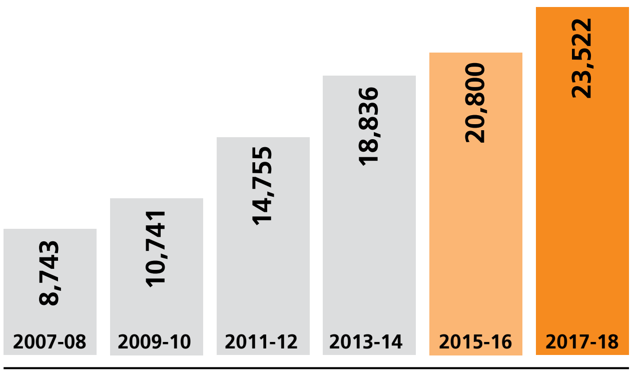
Financial Highlights

The challenging macro environment notwithstanding, DBCL ended FY 2017-18 with an overall growth across all the key parameters. Total revenue, advertising income and circulation revenue showed a distinct uptrend during the year, underlining our inherent ability to stay focussed towards achieving our business goals.

Total Revenue

₹ Mn

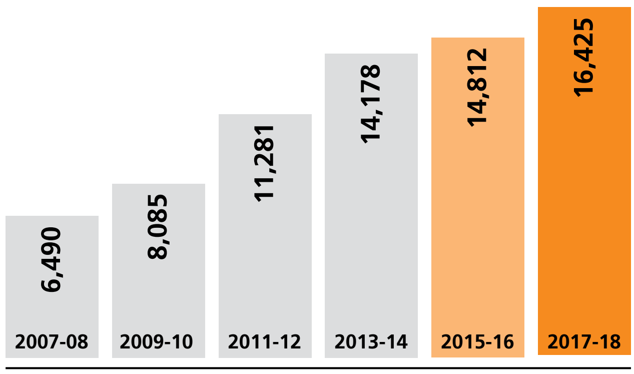
↑ 10% 10 year CAGR



Advertisement Revenue

₹ Mn

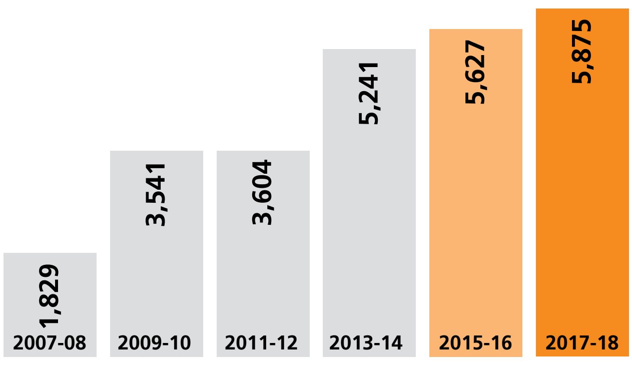
↑ 10% 10 year CAGR



EBITDA

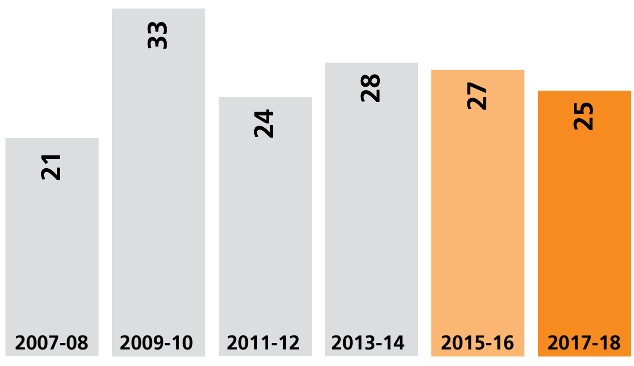
₹ Mn

↑ 12% 10 year CAGR



EBITDA Margin

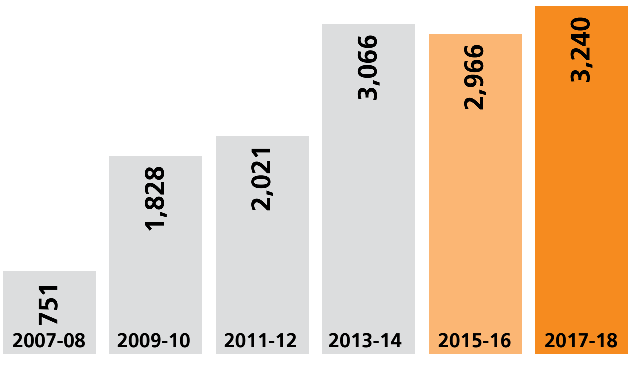
%



PAT

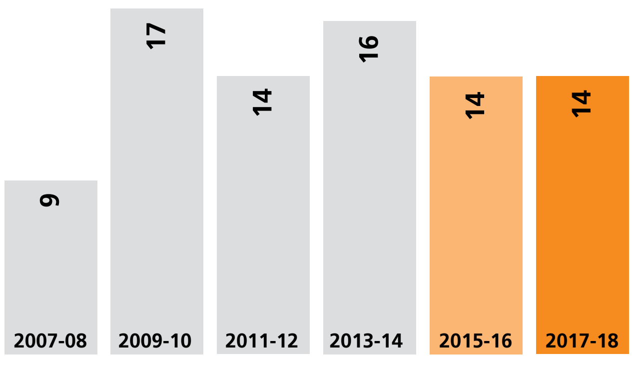
₹ Mn

↑ **16%** 10 year CAGR



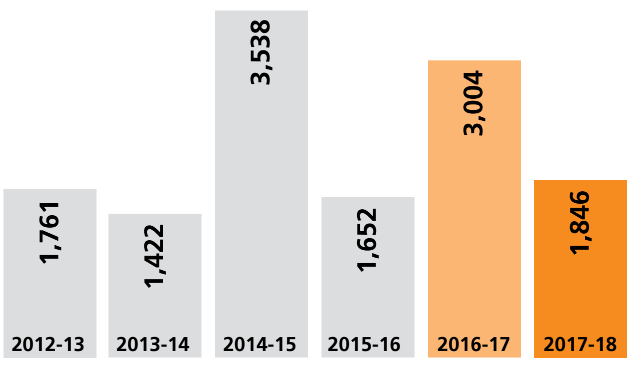
PAT Margin

%



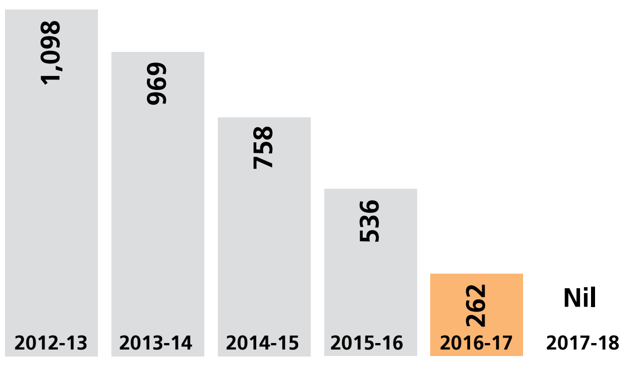
Free Cash Flow

₹ Mn



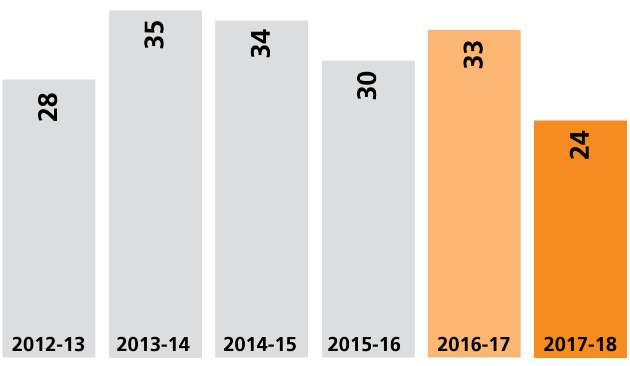
Gross Term Debt

₹ Mn



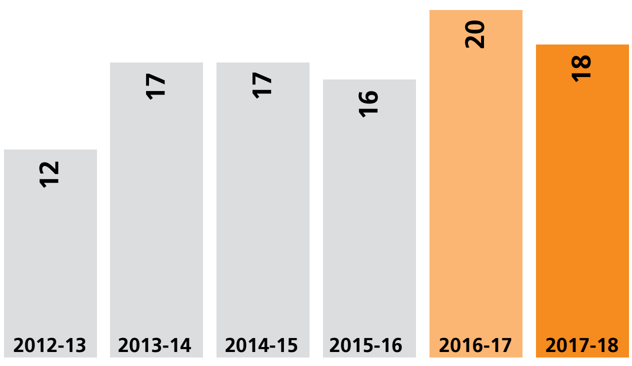
ROCE

%



EPS

%



Operational Review

PRINT PRODUCTION

- Implemented energy audits at 13 print locations resulting in energy savings of 9,87,172 kWh in FY 2017-18 despite increase in print activity
- In process of implementing Solar PV plant installations
- New machines were installed at different locations that offer better page and ink carrying capacity for increased productivity and better print quality

9,87,172kWh

Energy savings in FY 2017-18

'Har zaroori khabar mein hoga aapke kaam ka knowledge' was an extension of our editorial philosophy 'Kendra Mein Pathak' and constitutes the second phase of product enhancement drive.

EDITORIAL

- Realigned our readership appeal to the Knowledge Theme – 'Har zaroori khabar mein hoga aapke kaam ka knowledge'. This theme was an extension of our editorial philosophy 'Kendra Mein Pathak' and constitutes the second phase of product enhancement drive
- The knowledge-led news agenda was catalysed through the following internal initiatives:
  - o Institution of a 'Knowledge Advisory Board' with eminent Indians and stalwarts across various disciplines
  - o Establishment of a national reporting team in Delhi
  - o Drawing synergies from the integration of print and digital entertainment to leverage the content strengths of both departments
- National News Room (NNR) - We have a dedicated team which churns out national and international 'News of the Day' after thoroughly passing through the Knowledge sieve
- National Ideation News Room (NINR) - Works centrally for ideas. It brings out all special and different pages and sections of our publications

DIGITAL

- dainikbhaskar.com is the largest hindi news site (Source: comScore March 2018)
- divyabhaskar.com is the World's No.1 website in the Gujarati language (Source: comScore March 2018)
- dainikbhaskar.com was recognised for its innovative products and for excellence in Artificial Intelligence and Machine Learning
- 12.3 mn app downloads for Dainik Bhaskar & Divya Bhaskar, underlining the success of the Company's digital expansion efforts
- 'WisdomNxt' (DB Digital's in-house intelligence tool), which gives detailed editorial insights and improved distribution efficiency was awarded with the BIGGIES Award
- To increase user engagement and app install on Dainik Bhaskar App, 'Jeeto Ek Lakh Har Din', an App-only contest for Android users was introduced

RADIO

- A much sharper positioning was carved for 93.4 MY FM in FY 2017-18 – 'Aaj Kuch Achcha Sunte Hai'. A new brand campaign - 'Chalo Aaj Kuch Achcha Sunte Hai' was launched across stations, to engage and strengthen listener connect
- MY FM anniversary celebration in many stations were pegged around 'RJ Marathon' (a non-stop 72 hours of live RJing). The campaign received significant applause from civic authorities and local celebrities
- MY FM captured the need of listeners and became the first station to play Gujarati Songs as part of regular playlist. The entire film fraternity welcomed the move and the initiative generated a positive feedback from listeners
- To further our hyper-local agenda, we revamped our content offerings and show names in Gujarat market

Key Marketing Initiatives

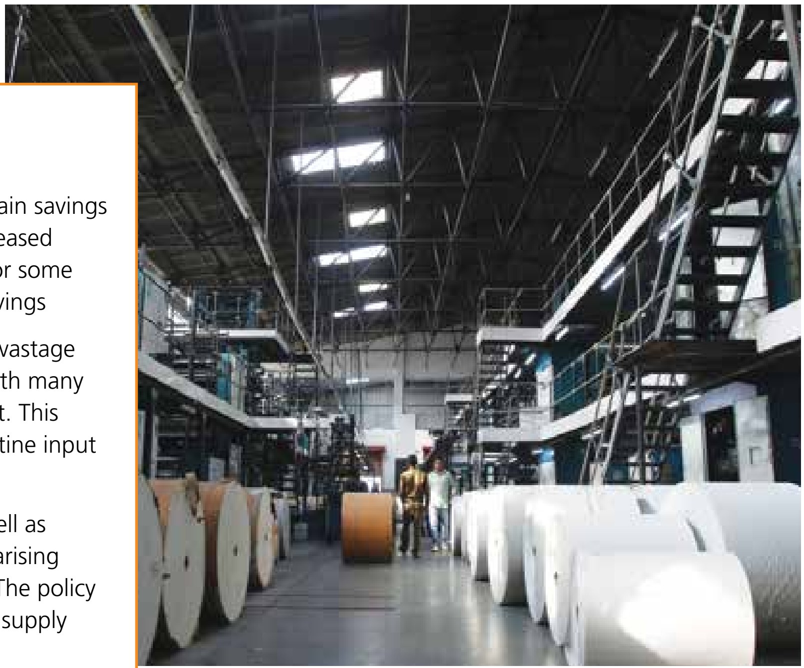
- Extending the 'Achcha Sunte hai' promise, MY FM gifted hearing aids to children (aged 6-8 years) with hearing impairments. This drive was implemented across Surat, Rajkot and Ahmedabad. An overwhelming number of people responded to MY FM's call to make a difference
- Celebrating 10 years of presence in Ahmedabad and Surat, MY FM executed the biggest Music and Entertainment Festival. More than 25,000 and 7,000 people in Ahmedabad and Surat, respectively, witnessed the event
- 'Ek Rakhi Fauji Ke Naam' campaign garnered overwhelming response. More than 2,99,446 Rakhis were collected through this initiative
- MY FM flagged off India's largest painting competition – 'Rangrezz Season 4' – across the network. The theme was based on inciting a deep sense of pride amongst children. Over 612 schools and 3 lakh children participated

MARKETING & SALES

- DBCL's circulation expansion strategy delivered strong results during the year. The same has resulted in almost 15% growth in terms of the number of copies sold. DBCL Group's total circulation now stands at 57.6 lakh copies (as of March end 2018) compared to around 50.4 lakh copies at the start of the initiative in July 2017
- Reader engagement activations like 'DB Tambola' and 'Jeeto 15 Crore' were launched. These initiatives played an instrumental role in the success of DBCL's circulation strategy
- 1,40,000 subscriptions were registered for Divya Bhaskar, whereas, Rajasthan added ~1,85,000 new subscribers. Dainik Bhaskar now covers all the 38 districts of Bihar with ~4,00,000 copies
- On completion of 14 years in Gujarat, Dainik Bhaskar commemorated 'Divya Bhaskar Utsav'. The event was a grand ten-day celebration in Ahmedabad attended by eminent personalities in entertainment, business & finance, music, poetry and celebrity chefs
- Dainik Bhaskar was launched in Surat on 30th April, 2017 to cater to the needs of ~28 lakh non-Gujarati speaking population

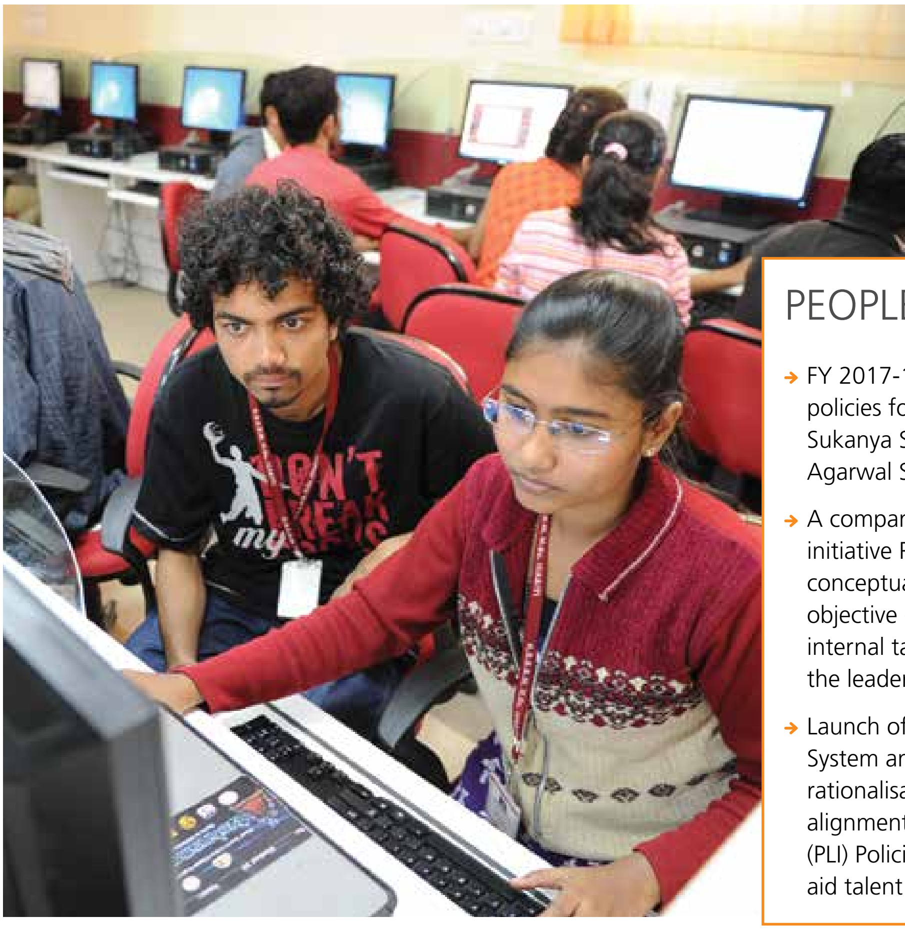
~4,00,000

homes joined Dainik Bhaskar family in Bihar



PURCHASE

- Started using more of lower GSM paper to gain savings on additional quantity consumed due to increased circulation. Reduced size was also adopted for some supplements resulting into newsprint cost savings
- Developed e-bidding portals for freight and wastage sale contracts. Signed long-term contracts with many vendors, thus made significant savings in cost. This measure also safeguards the Group from routine input price fluctuations
- Increased our vendor base for domestic as well as foreign newsprint suppliers to mitigate risks arising out of change in pollution policies in China. The policy resulted in increased newsprint prices due to supply pressure from end of Q2 FY 2017-18



PEOPLE

- FY 2017-18 saw the launch of two new policies for the employees' children – Sukanya Samridhi and Ramesh Chandra Agarwal Scholarship
- A company-wide career development initiative P2G (Potential to Growth) was conceptualised and implemented. The objective of this programme was to identify internal talent and groom them to take up the leadership positions
- Launch of Online Performance Management System and Ad Sales Career Path benefitted rationalisation of appraisal process and alignment of Performance Linked Incentive (PLI) Policies with Individual KRAs, to further aid talent retention

The Eagle *(Haliaeetus Leucocephalus)*
the common name for many large birds of target of the family *Accipitridae* - is known for its extremely powerful vision. The American Eagle, with its eye four times sharper than a person with perfect vision, can spot and focus on a potential target from a very long distance. The bird's remarkable agility enables it to swoop in on the target with extreme rapidity.

Making the Most of the Urban and Semi-Urban Opportunity

No. 1

Newspaper in Urban India

IRS 17, AIR - Urban, Main + Variant (Excluding Financial dailies)

~59Mn

Readers

IRS 17, TR - All India, Main + Variant

4th

Largest Circulated Newspaper in the World

WAN IFRA's World Press Trends Report 2016

These numbers tell an exciting story of vision and agility that enabled us to deliver outstanding growth over the years. With a strategic focus on the emerging urban and semi-urban clusters, DBCL is home to 49% of the urban India's population and 51% of India's consumer market.

With newspaper penetration currently reaching only 35% of the reading population, we have our eyes firmly set on this opportunity and have strengthened circulation in geographies which have high disposable incomes relevant to the advertisers.

Eyeing circulation supremacy across markets

We embarked on a circulation expansion strategy. We initiated door-to-door booking drives across key markets during FY 2017-18. We have expanded our reach in legacy markets of Gujarat and Rajasthan, while concurrently growing our presence in the relatively newer markets of Bihar.

The outcome has been overwhelming. We saw an ~15% increase in circulation in a period of 9 months – from around 50.4 lakh copies at the start of the initiative in July 2017 to around 57.6 lakh copies as on March 2018. The majority of this increase came from Bihar, followed by Gujarat and Rajasthan markets, and that too at an increased cover price, thus underlining our strong brand and product affinity.

Circulation drives such as 'Jeeto 15 Crore' and 'DB Tambola' helped us strengthen reader engagement, thus giving a push to our circulation efforts. The 'Trade Uphaar Yojana' emerged as another key propeller of our circulation enhancement drive.

Expanding the frontiers of growth in Bihar

In-line with our urban and semi-urban-centric growth strategy; Bihar offered an ideal platform for DBCL's expansion drive.

Dainik Bhaskar now has circulation in all the 38 districts of Bihar. With ~4 lakh homes now a part of Dainik Bhaskar family; enable advertisers to cover the entire length and breadth of the state.

Reader engagement in Bihar was boosted through citizen-centric campaign such as 'Ghar Ghar Gangey' (Saving Ganga) and 'Nakal Bihar Chhodo' (Bihar – Quit cheating in exams).

Preparing for the next phase of Radio expansion

94.3 MY FM is strategically positioned to tap the opportunities unleashed by the aspirational urban markets dominated by the new-age consumer. Driven by powerful audience engagement initiatives, hyper-local content and campaigns to boost listenership, MY FM has emerged as a market leader in the cities of its presence.

With Phase III auction, we are looking to further strengthen our Radio offering. We see ourselves delivering an even more commendable performance, and better value for all our stakeholders in the years ahead.

Taking the digital leap

We are continuously strengthening our digital proposition, which offers immense opportunities for future growth. According to the latest Google and KPMG report, Hindi is likely to overtake English as the fastest growing language in terms of internet users[1] over the next few years. With our strong content legacy, competencies in video production, and a strong user base for distribution, we are well equipped to harness the opportunities in the digital space.

Our leadership position in the Hindi Heartland and Gujarat markets will further enable us to explore the branded content opportunity in the coming years. The possibilities for growth and expansion in the near and mid-term are immense, and we are fully geared to leverage the same.

[1]https://www.forbes.com/sites/baxiabhishek/2018/03/29/more-indians-access-the-internet-in-their-native-language-than-in-english/#4e44cdbc4a03

Elephants *(Loxodonta Africana)*
are large mammals of the family Elephantidae and the only surviving animal of the order Proboscidea. Extremely sociable by nature, they live in a fission-fusion society in which multiple family groups come together to socialise. Elephants are considered keystone species because of their ability to be attentive to the small detail in their environment, and to transform and enrich it with their unique habits.

Empowering Audiences

DBCL gives utmost importance to audience empowerment. The trust and confidence of our readers in us makes Dainik Bhaskar a credible voice that enables to empower them with a deeper understanding and a sharper perspective on the news that we publish.

We embarked on various knowledge-led initiatives during the year. These included a Knowledge Series on GST and Mutual Funds, columns on Medicine, Technology and Business. We have content syndication tie-ups with IIM Ahmedabad, World Economic Forum, Boston Consulting Group and Discovery. Our Knowledge offerings encompass all segments of the urban population, including special activities ('Junior Editor IV' and 'Little Chanakya') for our young readers.

Enriching audiences through content engagement

Our last-mile journalists are equipped to provide customised city-centric content through City and Satellite editions. The special Gujarat Election Jacket, along with an 8-page election paper on special days, took reader engagement to a new high during the Gujarat Assembly polls in FY 2017-18. We have installed new machines at various locations, besides undertaking projects to increase page and colour capacity.

To leverage the growing Radio opportunity matrix in urban areas, we altered our Radio offering under the umbrella of ‘Aaj Kuch Achcha Sunte Hai’, which provides a positive listening experience for our audience. We also continued to focus aggressively on our key markets of Gujarat, Bihar, Rajasthan, MPCG, Punjab and Haryana, with the maximum number of hyper-local shows.

Our GST (Gujarati Songs & Tunes) offering and Ahmedabad revamp strengthened our Gujarat listener engagement, further underlining our ‘Local Understanding - Local Connect’ proposition.

We focussed aggressively on our key markets of Gujarat, Bihar, Rajasthan, MPCG, Punjab and Haryana, with the maximum number of shows tailored to the local tastes of the listeners.

Creating greater social impact for our audiences

We see our ‘Live Positive’ campaign to be an important social impact initiative. The success of the initiative can be gauged from the significant reduction in exam-related suicides in Kota over the year. Further, with every passing year, more and more people are showing interest in becoming buddies for students who come to Kota for coaching for various entrance exams.

Another key social impact initiative for FY 2017-18 included the ‘Jal Shri Krishna’ campaign to generate awareness among the people of Gujarat on water conservation. The campaign included special reference to events surrounding the Narmada project in a bid to evolve a consensus on the critical need to conserve water.

The Honey Bee *(Apis)*

is a shining example of teamwork. Up to 60,000 bees can make up a hive of honey bees, symbolising the success of their collaborative team spirit. Honey bees are known to have the capability to perform a variety of complex tasks in order to live successfully together.

Partnering for Collective Success

DBCL focussed on leveraging its strong on-ground capability and strategic solution-based approach to help advertisers achieve desired objectives.

Joining hands with Gillette Guard

Our unique initiative – 'Gillette Guard – Safalta Apni Mutthi Mein' aims to boost the confidence of college students and make them future ready to chart their career paths.
In its second season, the initiative was carried to the states of Madhya Pradesh and Chhattisgarh, with a series of campaigns covering 33,197 youth in 351 colleges.

33,197

Young participants in Gillette's 'Safalta Apni Mutthi Mein' campaign conducted across 351 colleges in MPCG region

Creating investor awareness with Birla Sunlife

Our partnership with Birla Sunlife Mutual Fund in Madhya Pradesh and Rajasthan is a knowledge proposition to help investors understand the nuances of wealth creation. The encouraging response to the initiative has been inspiring us to expand it into new geographies. We see in this partnership a huge potential for financial empowerment of our readers.

A partnership with KDAH to spread health awareness

We partnered with Kokilaben Dhirubhai Ambani Hospital (KDAH), Mumbai to spread awareness about the precautionary measures for Cancer, Spine problems, Neurological disorders & Children healthcare. This non-commercial campaign – 'Swastha Jeevan Sukhi Jeevan' – was run across various markets of Gujarat with an objective of positioning KDAH as a Multi-specialty Institute for Care. We conducted 42 on-ground activations for 17 days. The campaign garnered encouraging response and has been inspiring KDAH to make it an IPR with Divya Bhaskar for the coming seasons too.

Dolphins *(Tursiops)*

an informal grouping within the order Cetacea, Dolphins constitute aquatic mammals that are grouped as Paraphyletics. Their sympathetic, friendly and caring nature places them among the most loved animals. They are extremely popular with human beings, especially children.

Caring for the Society

Our philosophy of caring and sharing extends to the communities around which we work, to facilitate holistic growth of the society at large. Our CSR model is structured to reach out to the masses and drive an impactful social change.

Tilak Holi

This water conservation centric initiative encompasses programmes to encourage people to shift to natural colours during Holi celebration, in order to reduce wastage of water.

Sarthak Deepavali

Motivates people to make Diwali a festival of true joy by including the deprived and underprivileged sections of the society in their celebrations.

Ek Ped Ek Zindagi

A initiative that encourages people to plant atleast one sapling in their name and nurture it till it becomes a fully-grown tree.

Mitti Ke Ganesh

We urged people to observe Ganesh Chaturthi using idols made of natural clay. We also produced videos describing ways to make these natural clay idols at home.

Jal Satyagrah

A widespread social initiative to create awareness among the people about the scarcity of water and ways to cut down its wastage.

Daan Campaign

A new meaning to the Republic Day (26th January) by asking people to donate things, which are no longer of use to them, to the needy.

Save Birds

An initiative to save the birds, the campaign appealed to the people to take care of them during the summer season by keeping aside food and water in earthen pots.

Awards and Accolades

81 National and International Awards

3 Platinum

12 Gold

6 Honorary Awards Bagged by 94.3 MY FM at the 12th Edition of India Radio Forum (IRF) Awards 2017

- Best Radio Promo (Gujarati): Anti Child Labour Day
- Best Radio Programme (Marathi): Makar and Anaspure Show
- Best On-ground Activation by a FM Station: Ek Rakhi Fauzi Ke Naam
- RJ of the Year (Gujarati): Archana Jani
- Best Radio Programme: Hindi (Non-metro) – Intrusive Admission
- RJ of the Year: Hindi (Non-metro Station) – Meenakshi

1 Bronze at New York Festival

- Anti-corruption Day Promo

1 Gold and 1 Silver at Communicator Awards

- Gold for Simhastha Promotion Item
- Silver for CSR – Comics for Change

1 Gold and 1 Honorary Mention at Purple Dragonfly Awards

- Gold for CSR Comic Book – Comics for Change
- Honorary Mention for Green Books

1 Bronze at INMA Global Media Award

- Best New Corporate Innovation – Comics for Change

1 Bronze at DMA Asia Echo Award (Singapore)

- Media Effectiveness – No Negative Monday

2 Bronze at Big Bang Awards

- Media Innovation in Direct Mailer for Udta Punjab Mailer
- Newsletter for Samvad

1 Silver and 1 Gold at BW Applause Awards

- Gold for Best Use of Integrated Marketing Communication for Swatantra Vichaar
- Silver for Best Consumer Event/Activation for Simhastha

5 Gold, 5 Silver and 2 Bronze at ACEF (Asian Customer Engagement Forum)

- 5 Gold: Most Admired Organisation for Social Cause; Best Media Relations/PR Campaign – Simhastha; Best Use of BTL Activities – Simhastha; Ujjain CTB for Best Publication: Integrated Marketing Communications Award for Excellence in Branding & Marketing
- 5 Silver: Simhastha for Excellence in Brand Management; Simhastha for Best Use of Events and Promotions; Simhastha for Best Use of Out of Home Media and Mailer; Most Admired Not for Profit Making Campaign for Comics for Change
- 2 Bronze: Best Behaviour Change Programme of the Year for Comics for Change; Excellence in Corporate Reputation for Azaad Soch, Punjab

3 Platinum & 1 Gold at the MarCom Awards 2017

- 3 Platinum: Annual Report FY 2016-17 Under the Category Publications; Rajasthan Pagdi Under the Category Marketing/Promotion Campaign, Special Event; Rajasthan Campaign Under the Category Marketing/ Promotion Campaign, Integrated Marketing
- 1 Gold: Calendar 2017 Under the Category Publications

1 Gold, 1 Silver and 1 Bronze at 57th Association of Business Communicators of India (ABCI) Annual Awards

- Gold for 'Corporate Brochure - Welcome to our World' Under the Category 'Brochure Design'
- Silver for Samvad Wallpaper – Utsav Ke Rang, Illustration for Comics for Change Waste of Taste, Social Responsibility Communication for Comics for Change Mystery of the Missing Water
- Bronze for Photo Feature for Special Pull-out – Simhastha

16 Silver

14 Bronze

36 Honorary Awards

1 Silver and 3 Bronze at Public Relation Society of India (PRSI) Awards

- Silver for Prestige Publication for Ujjain – The Eternal City
- Bronze for Newsletter Hindi for Parivar
- Bronze for Newsletter (English) for Young Bhaskar
- Bronze for E-Newsletter for Punjab Campaign

1 Silver at WOW Awards

- Silver for Small Budget On-ground Promotion of the Year for Jal Satyagraha FHRAI Tie-up

3 Summit Emerging Awards from Summit International Awards

- Emerging Leader Award for Simhastha Campaign
- Emerging Visionary Award for Independent Thought Campaign in Maharashtra
- Emerging Innovator Award for T-Caddy Trade

1 Gold, 6 Silver and 2 Bronze at Public Relation Council of India Awards

- 1 Gold: Table Calendar – Samvad
- 6 Silver: Radio Jingle – Jeeto 15 Crore; Motivational Film – 12 Independent Thinkers; Public Service Campaign – Live Positive Kota; Diary 2018 – Dainik Bhaskar Corporate Diary; In-house Journal Print – Samvad; TV Commercial – Padhiye Wo Jo Padhna Chahiye
- 2 Bronze: Public Service Advertisement – Live Positive Kota; Corporate Event – Marathi Literature Festival

1 Gold and 1 Silver Medal at Abbys 2018

- Gold for Best Launch Marketing Campaign for New Title Called 'Yougle' – A Newspaper for the Youth
- Bronze for Best Marketing of a Printed Newspaper for Jeeto 15 Crore

12 Medals at Asian Customer Engagement Forum

- 12 medals won for Brand Promotion, Customer Activation, Use of Technology, Digital Content Campaigns and CSR Activities

3 Biggies Awards for DB Digital Organised by World News Media Network (WNMN)

- First Position for Product 'WisdomNxt' Under the Category Excellence in Data-driven Business Process Efficiency
- First & Second position in 'Recommendations' Under the Category Excellence in Data-driven Product Development and Artificial Intelligence

6 Awards for DB Digital at Biggies New York

- Excellence in Data Analytics: WisdomNxt
- Excellence in Data-driven Product Development: Content Recommendation
- Excellence in Natural Language Processing: Use of Artificial Intelligence in News Processing
- Excellence in Use of Bots: Use of NLP in Content Recommendation
- Excellence in Use of Data-driven Technology: WisdomNxt
- Excellence in Data-driven Advertising Campaign: Campaigns Through Lotame

3 National Awards for dainikbhaksar.com at DIGGIXX

- 3 Awards Bagged for Autobot, Bigdata Tech and Ramleela Gamification

DB Digital Bestowed with the Title of Most Digitally Enabled Organisation in the Category of Technology Awards for AUTOBOT by 8th India Digital Awards Organised by The Internet & Mobile Association of India (IAMAI) in New Delhi

Acknowledged as 'India's Most Trusted Company 2017' Category by Research Conducted by Media Research Group (MRG - International Brand Consulting Corporation USA)

Corporate Information

Board of Directors

Managing Director
Mr. Sudhir Agarwal

Deputy Managing Director
Mr. Pawan Agarwal

Non-Executive Director
Mr. Girish Agarwal

Non-Executive Independent Directors
Mr. Piyush Pandey

Mr. Harish Bijoor

Mr. Ashwani Kumar Singhal

Mr. Naveen Kumar Kshatriya
(until 30th September, 2017)

Ms. Anupriya Acharya

Company Secretary
Ms. Anita Gokhale

Auditors
Price Waterhouse Chartered Accountants LLP,
Chartered Accountants, Mumbai

Gupta Mittal & Co.,
Chartered Accountants, Bhopal

Registrar and Transfer Agents

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B,
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032
Tel No.: 040 6716 2222
Fax No.: 040 2300 1153

Registered Office
Plot No. 280, Sarkhej - Gandhinagar Highway,
Near YMCA Club, Markaba,
Ahmedabad - 380 051,
Gujarat
Tel No.: 079 3988 8850
Fax No.: 079 3981 4001

Head Office
Dwarka Sadan,
6, Press Complex, M P Nagar,
Bhopal - 462 011,
Madhya Pradesh
Tel No.: 0755 3988 884
Fax No.: 0755 2675 190

Corporate Office
501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G-Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Tel No.: 022 7157 7000
Fax No.: 022 7157 7093

CIN
L22210GJ1995PLC047208

Website
www.bhaskarnet.com

Statutory Reports

Financial Statements

Standalone

Consolidated

Management Discussion and Analysis

COMPANY OVERVIEW

D. B. Corp Ltd. (DBCL) is India's largest media conglomerate with presence across Print, Radio and Digital. The Company is headquartered in Bhopal, Madhya Pradesh, India, with over 11,000 employees across the country.

As India's largest print media Company, DBCL publishes 6 newspapers - Dainik Bhaskar (46 editions), Divya Bhaskar (9 editions), Divya Marathi (6 editions), Saurashtra Samachar, DB Star and DB Post in 4 languages i.e., Hindi, Gujarati, Marathi and English. DBCL is present across 12 states in India with a footprint in Madhya Pradesh, Chhattisgarh, Rajasthan, Haryana, Punjab, Chandigarh, Himachal Pradesh, Delhi, Gujarat, Maharashtra, Jharkhand and Bihar. DBCL is the only media conglomerate that enjoys a leadership position in multiple states, in multiple languages and is either a clear leader or a formidable player in all its major markets.

The Company's other business interests span across radio and digital mediums. In the FM radio segment, the brand has a strong presence in '94.3 MY FM' available in 7 states and 30 cities creating a valuable package to advertisers in Tier II and III cities, where Dainik Bhaskar is already a leader in its print business.

DBCL also has a strong online presence with 9 internet portals with a very formidable and strong position in almost 67% of Indian language media space, in terms of Unique Visitors and Page Views. Further, it is the dominant No.1 digital player in various Indian languages, i.e., Hindi and Gujarati, alongside 4 actively available and well-used mobile apps - Dainik Bhaskar and Divya Bhaskar.

Dainik Bhaskar was identified as India's Most Trusted Company 2017 in "India's Most Trusted Media Company" category as per research conducted by Media Research Group (MRG-International brand consulting corporation USA).

ECONOMY OVERVIEW

Amid an improving macro-economic environment, the global economy is witnessing a cyclical recovery, reflecting a rebound in investment, manufacturing and trade. For the first time since 2010, the world economy is outperforming expectations on the back of benign global financing conditions, accommodative policies, rising confidence and firming commodity prices. The global GDP forecast for 2018 and 2019 is 3.9%, up from 3.8% in 2017 and 3.2% in 2016. The global economic growth is broad-based across most advanced and emerging economies, with the Indian economy projected to be the engine of world economic growth, as it is expected to expand at 7.3% and 7.5% in FY 2018-19 and FY 2019-20.

Source: IMF's World Economic Outlook - April 2018
World Bank India Report, March 2018

As the fastest growing economy in the world, India is expected to emerge as one of the top three economic powers of the world over the next 10-15 years, as per the Central Statistics Organisation (CSO) and IMF (International Monetary Fund). Moody's upgradation of India's sovereign rating after 14 years, from Baa3 (lowest investment grade) to Baa2, also underlines the strength of the country's economic fundamentals.

After a temporary slowdown triggered by the demonetisation and implementation of GST exercise, the economy started showing signs of recovery in the second half of FY 2017-18. The revival in positive sentiment was reflected in the pick-up in industrial production and a decline in retail inflation (as measured by the CPI) after a period of negativity. The last quarter of the fiscal saw India record its fastest growth in seven quarters at 7.7%, to overtake China, which grew at 6.8% in the quarter ended March 2018. The farm, manufacturing and services sectors propelled this growth, which is expected to sustain in the coming year.

MEDIA AND ENTERTAINMENT INDUSTRY

Overview

Based on the 'FICCI - EY Indian Media and Entertainment Industry report- 2018, FICCI KPMG Indian Media and Entertainment Industry report- 2017 and Pitch Madison advertising report 2018, the Indian M&E Industry reflects a positive outlook.

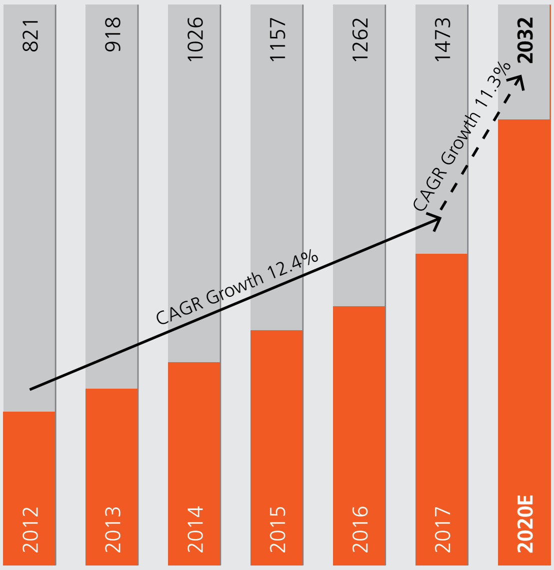
The Indian media and entertainment (M&E) industry reached ₹ 1.5 trillion in 2017, witnessing a growth of 17% over 2016. The growth, to a large extent, was driven by the digital segment. The film segment growth was driven by international revenues garnered by Indian films. This, along with India regaining its stature as an efficient and high-quality outsourcing destination - led to the corresponding growth for the animation, VFX and post production business. Television also maintained its steady momentum, led by digitisation of television homes, and tent-pole properties like the IPL and non-fiction programming, particularly in regional languages.

The M&E industry moves in sync with the domestic economy, reflecting the growing trend of disposable income led by stable economic growth. As such, with the economy poised to deliver better growth over the coming years, the outlook for the Indian M&E industry looks promising.

Largely driven by an overall positive sentiment, ad spends by companies are expected to increase in FY 2018-19 and beyond. A booming economy witnesses a higher spending on advertisements by various industries, as sales grow. Advertisement accounts for around 50% of the industry's revenue. With global growth gradually reflecting an up-trend, export-led entertainment companies are expected to gain from international growth.

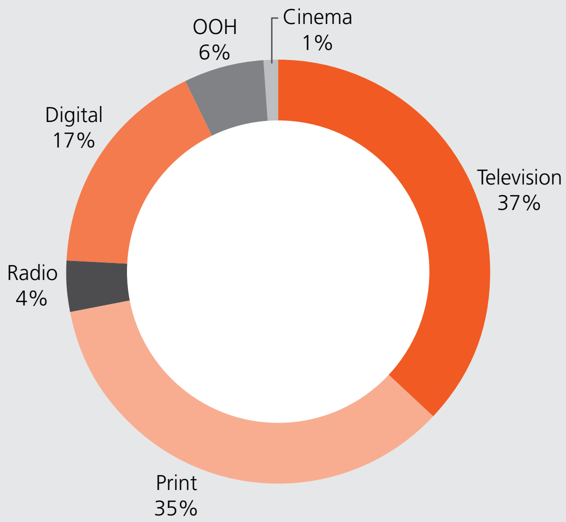
The Indian M&E industry is expected to grow at a steady pace going forward and cross ₹ 2 trillion (USD 31 bn) mark by 2020 - clocking a CAGR of 11.3%. The M&E sector thus continues to grow at a faster rate than the GDP growth rate, reflecting the growing disposable income led by stable

Media Sector - Strong and Consistent Growth (₹ bn)



Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017

Media-wise share of advertising revenue as per Pitch Madison Advertising Report 2018



Source: Pitch Madison Advertising Report 2018

economic growth and changing demographics. According to the FICCI-EY report, global M&E companies also view India as a highly attractive market today with huge potential based on demographic and economic factors. The overall growing need for respite and escapism seems to be leading to a situation wherein subscription revenues are not being impacted by economic shifts and slowdowns, as witnessed during 2017. The quality of subscription revenues remain high, and is expected to provide a stable source of income growth till 2020.

It is important to note, that media spend in India is at 0.41% as a percentage of GDP in 2016, while in some other mature markets like US, UK, Europe, China and Indonesia, the media spend as a percentage of GDP ranges from around 1.5% to 1%.

Print Media

India's Reading Habit

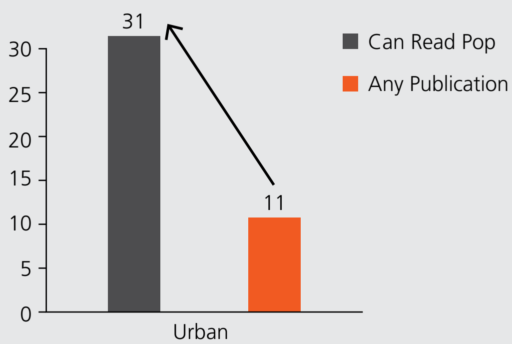
Despite short-term disruptions, such as demonetisation and GST implementation in the second half of fiscal 2017 and first half of fiscal 2018, respectively, print media grew by 8% to reach ₹ 303 bn in 2017, with the second largest share of the Indian M&E sector. Stability after short-term disruptive incidents, witnessed during the second half of the year, is anticipated to sustain the momentum, with Print expected to grow at an overall CAGR of approximately 7% till 2020 with Indian languages at 8%-9% and English expecting to reflect a slower growth rate.

Indian print media differs from the trends displayed in western markets, on account of some key reasons, mentioned below:

1. **Credible content -** In the backdrop of fake and absurd news on various social media platforms as well as other mediums, the creditworthiness of all newspapers content is increasing manifold.

2. **Availability of huge headroom for future growth -** The Indian population is expected to witness continuous yearly growth at ~1%, along with growth in literacy and living standards. Presently, only around 35% of the Indian Readable population reads newspapers.

Headroom for Print Growth (figures in crore)



Source: IRS 2017

Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017 and Pitch Madison Advertising Report 2018
Note: Years mentioned are Calendar Years

3. **Hyper-Localisation -** Newspapers carry diversified content, which meets the needs of local neighbourhood/ city news. Its credible content helps to meet the requirement of a diverse set of readers.

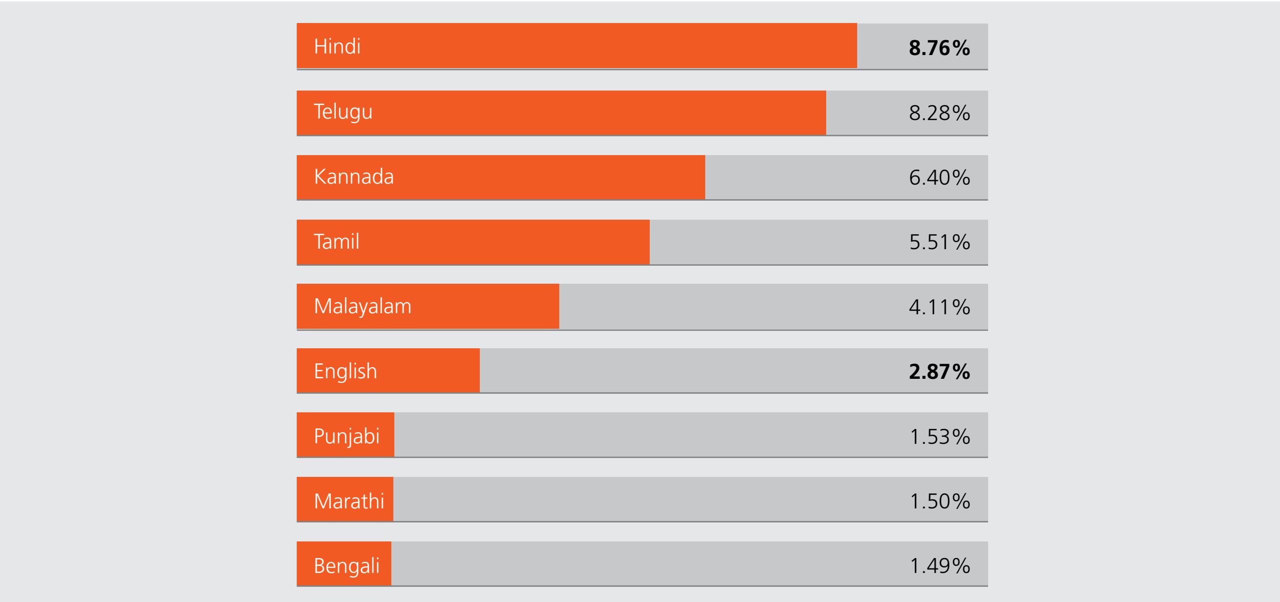
4. **Difference in lifestyle -** Approximately, 90% of India's population resides in Tier II and Tier III towns, where commuting time between residence and office is averaged at 20 minutes only; office and market opening timing is around 10 AM in these areas. Thus, readers have enough time available to read newspapers.

5. **Availability -** Newspapers are distributed and delivered to the customers' doorstep every morning, free of distribution cost to readers, making them accessible and convenient. People in the West, generally buy newspapers from the stands or the metro stations.

6. **Affordability -** Newspaper cover prices are low in India. At a cost of around ₹120 per month (roughly USD1.5) net.

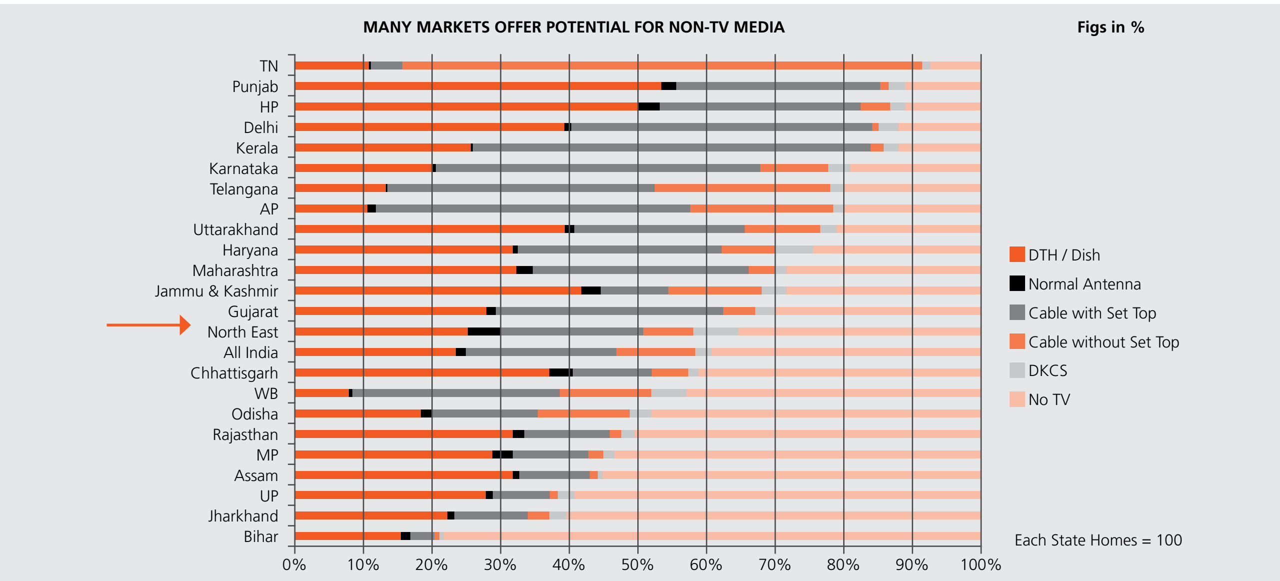
Historical Growth

1. **As per an Audit Bureau Circulation (ABC) press release, the Indian newspaper industry is witnessing a CAGR growth of 4.87% over a 10-year period from 2006 to 2016**



Source: Audit Bureau of Circulation Press Release dated 8th May 2017

2. **As per the IRS 2017, Print occupies a lion's share in major media markets of India**



Source: MRUC Website - http://mruc.net/uploads/posts/a27e6e912eedeab9ef944cc3315fba15.pdf

3. As per the IRS 2017, Newspaper Readership has grown by 40% in the last 3 years

Dailies' Readership	Figs in crore (12+ Years)		% Change vs '14
	IRS 2014	IRS 2017	
Last 1 month	27.6	38.5	40%
Up to 7 days	24.3	30.6	26%
Up to 3 days	20.8	24.1	16%

Base: All languages, All India (U+R), 12+ Years

Source: MRUC Website
http://mruc.net/uploads/posts/a27e6e912eedeab9ef944cc3315fba15.pdf

Advertising Revenue

Advertising revenue grew at 7% in 2017, despite uncertainties surrounding RERA and GST implementation and the spillover effects of Demonetisation. Classifieds and retail advertising declined especially during the first quarter, owing to a decline in sales due to cash shortages. The second half of the fiscal saw a recovery, led by increased ad spending by the Government and political parties during state elections, revival of spends during the festival season, greater focus on yield management by the industry and changes to the product as well as consumer engagement undertaken by many players.

Amongst advertiser industries, Education, Auto and Government were the largest spenders on Print in 2017, followed by FMCG, Retail and Real estate. Media and E-commerce saw the maximum increase in ad spends. In comparison with Television, wherein four categories account for 75% of the total advertising, as many as 13 categories contribute the same percentage to Print advertising. This demonstrates that Print has a much wider spread clientele and, therefore, is less vulnerable.

Brands leverage the Print segment's ability to address a wider audience, especially given its presence in Tier II and III cities. Rapid growth in these regions has created opportunities for national/regional entrepreneurs who have localised offerings and want to leverage the boom in these markets. The combination of Print with digital can demonstrate a high return on investment.

Circulation Revenue

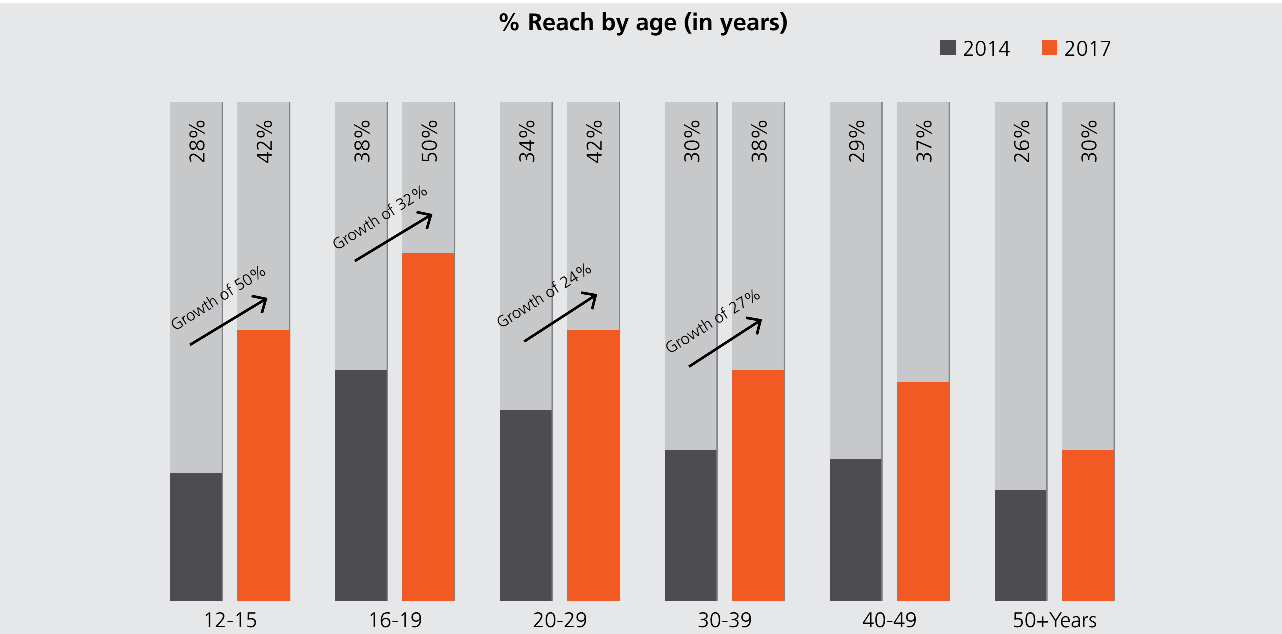
Circulation revenue grew 8% on the back of higher circulation or copies distributed, mainly in underpenetrated markets. This was driven by micro-targeting of localities and increased reach of distribution. Cover prices during the year were either flat or increased moderately for most publications.

India has one of the lowest cover prices in the world, with the cost of printing and distributing the newspaper being higher than the cover price. The trend of rising cover prices is expected to continue, owing to rising crude prices and an increase in newsprint prices.

Readership

(Source: IRS 2017)

India's push towards increasing literacy levels is helping widen and extend the country's readership base. The latest IRS results - released after a gap of over three years - show a significant growth with sizeable increase in Total Readership. 92% of readers read dailies, while 20% read magazines.



Source: IRS 2017

Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017 and Pitch Madison Advertising Report 2018
Note: Years mentioned are Calendar Years

Rural total readership grew at a faster pace as compared with Urban - 14.4% vs. 8.3%, resulting in Rural's share of reach (but not revenues) overtaking the Urban share to reach 52%. Furthermore, the structural differences between English and Hindi or other Indian language newspapers as well as urban and rural readers appeared quite prominent.

English newspapers are predominantly the play of the top 7-8 cities and Tier I towns of India. However, off late their circulation and revenue growth has tapered down as the consumption pie has moved to Tier II and III cities and towns where local language newspapers are more dominant. Therefore, Hindi and other Indian language newspapers have grown at a faster pace and are expected to maintain this pace over the coming years as well.

Another interesting fact is that the 12-19-year age segment is driving publications' top-lines. As a result, publishers are constantly reinventing their products.

Print players have renewed their focus on efficiency and automation. Some initiatives towards achieving these aims are:

a. **Robotics process automation:** Several repetitive functions, such as release order scheduling and printing to invoicing reconciliations and inventory consumption reconciliation are all being automated.

b. **Integrated newsroom across mediums:** An integrated newsroom enables any piece of news that is generated or gathered to be used across a news organisation and across different media, including its syndication to other media entities.

c. **Analytics and loyalty:** There is a focus on developing a single view of customers across print, digital, radio, events etc., which enables building on customer engagement and increases the depth of the relationship, which, in turn, increases the monetisation opportunities, particularly around strong communities.

d. **Cost management:** During 2017, print companies re-looked at several metrics in order to manage costs better. Focus was maintained on revenue generating functions while many support functions were rationalised.

Dailies Added 11 crore Readers in the Last 3 Years as per IRS 2017

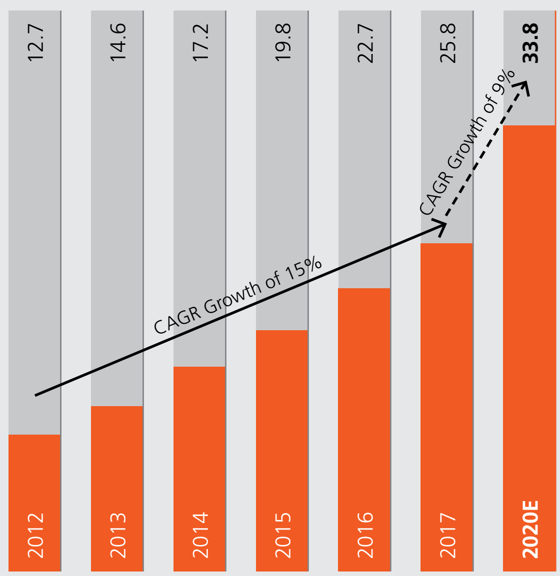
Radio Industry

The Radio Industry achieved a revenue of ₹ 25.8 bn during 2017, registering a healthy growth of 14% over 2016, despite the lingering effects of demonetisation and the implementation of GST. A large youth population, growth in the quality and quantity of film music on the radio, built-in FM receivers in mobile phones sold in India, increased time spent out of home, in transit and building strong local content, are some of the key factors which will continue to drive the Radio Industry's growth.

In December 2017, the Government gave its approval for the e-auction of the third batch of private FM Radio Phase-III, which will complete the coverage of private FM radio broadcasting across all states and six Union Territories. The growth in the radio industry, to a large extent during the year, has been volume driven with the launch of Phase III auctions, witnessing an addition of 162 new FM radio stations. Addition of new stations in existing cities and the proliferation of private radio to smaller cities are also likely to increase the listener base. Increase in the number of stations resulted in further building up of the inventory in the system.

The industry continues to remain skewed towards larger cities with the top 15 cities accounting for about 60% of the segment's overall revenue. The disparity in terms of rates

Radio Industry Revenue (₹ in bn)



Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017 between Metro and smaller cities continues to grow with the former being approximately 10 times the rate of latter. Smaller stations though, given the value proposition they offer, are growing steadily. The share of local advertising in the radio market has increased from 20%-30% in the early 2000s to up to 60% currently.

Radio companies, given their ability to meet the local demand, facilitate advertisers to target specific markets. This, in turn, enables radio companies to garner better pricing, as local advertisers' budgets are of smaller ticket sizes. The key advertiser industries that contributed positively during the year include real estate, FMCG, BFSI, auto, telecom, e-commerce and media.

The industry also witnessed new and innovative methods deployed by the incumbent players towards widening their audience reach. Some of the players are focussing on the "in transit" segment by targeting airports, railways and metros and have entered into an agreement with Railway corporations with an objective of offering entertainment to travellers and developing travel entertainment as an independent vertical.

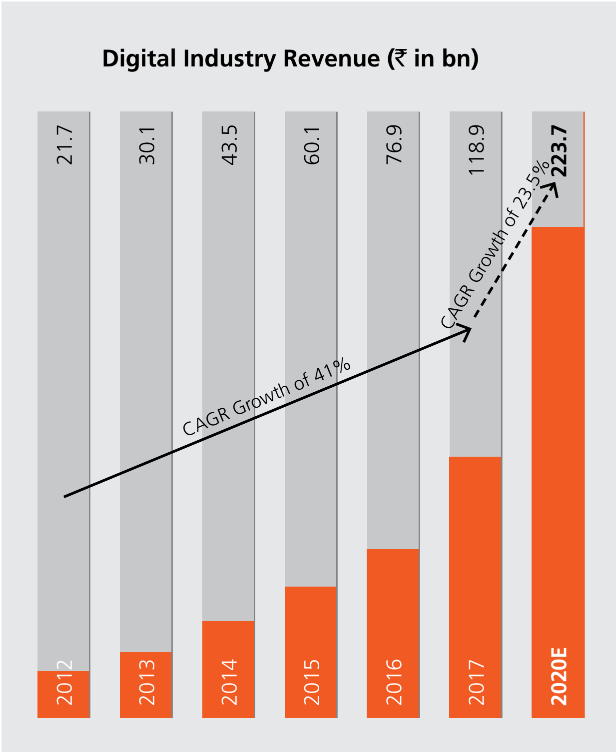
Lastly, the Government's decision to allow players to operate multiple frequencies in a city, subject to certain restrictions during Phase III has resulted in the creation of content differentiation. Existing players are working towards creating different genres of music as well as music in different languages, to grow the listener base. Though at an infancy stage, it will be interesting to evaluate the commercial success of second channels in the coming years. The Government is expected to allow the long-pending demand of FM radio players for airing of news content, which is expected to increase listenership manifolds.

As the industry matures, it offers a large degree of automation given that it is not manpower-intensive. Front facing roles, which are undertaken by humans at present, could be reduced going forward, owing to increased programmatic ad buying, akin to digital platforms (measurement will be a key enabler to this shift). Other trends expected in the future are commission-based direct selling agency models for small local advertisers, automation of release order scheduling and transparent open-ledger billing and collections, etc.

Radio Industry Revenue 5-YEAR CAGR growth is 15% for the period 2012 to 2017

Digital Media

Digital media continued to attract the attention of all concerned with its ad share reaching 17% of the total ad spend in the country. With an increase in the supply line and non-commensurate increase in demand, digital ad revenue rates have reduced substantially for all segments.



Source: FICCI-KPMG Report 2017 & FICCI-EY Report 2018

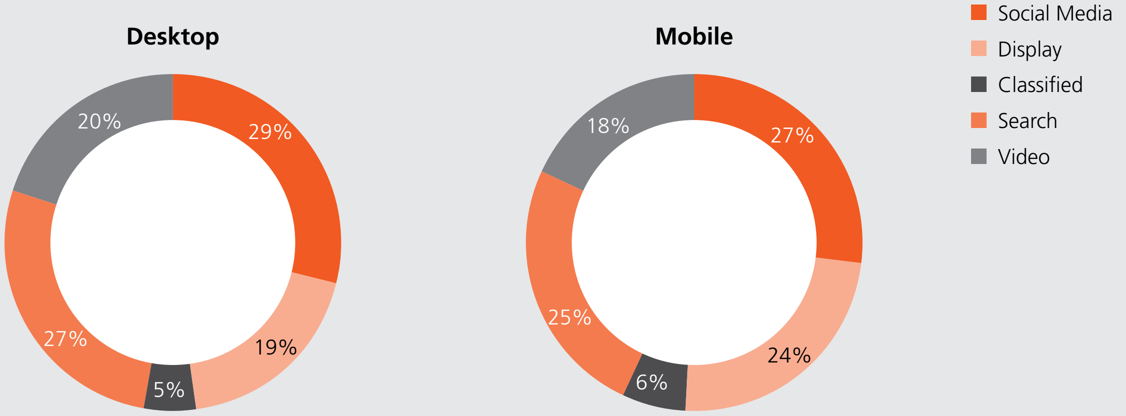
Digital Ad spends by Device

According to a report on digital advertising (desktop + mobile) by Dentsu Aegis Network (2018 & 2017), within digital, social media currently takes the lion's share of ad spends at 28%. Search and Display constitute 26% and 21% of the pie, respectively, while Video has a 19% share. The report predicts that Video is expected to see the highest CAGR of 38% and will have a share of 22% by 2020. Spends on display are expected to grow at a CAGR of 36%, while social media is expected to grow at a 34% CAGR. Search, however, will see a slower growth rate of 25% with its share in spends reducing from the current 26% to 22% by 2020.

Key contributors towards the growth were e-commerce with a share of 19%, followed by FMCG at 13%.

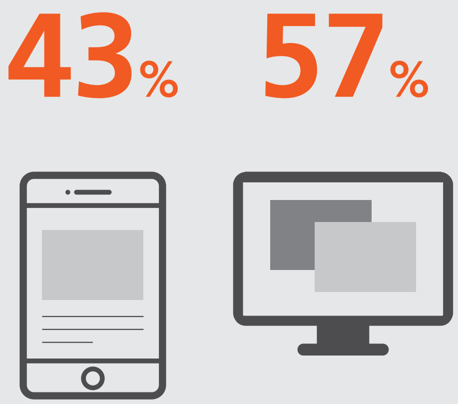
Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017 and Pitch Madison Advertising Report 2018
Note: Years mentioned are Calendar Years

Digital Media Spends on Desktop & Mobile



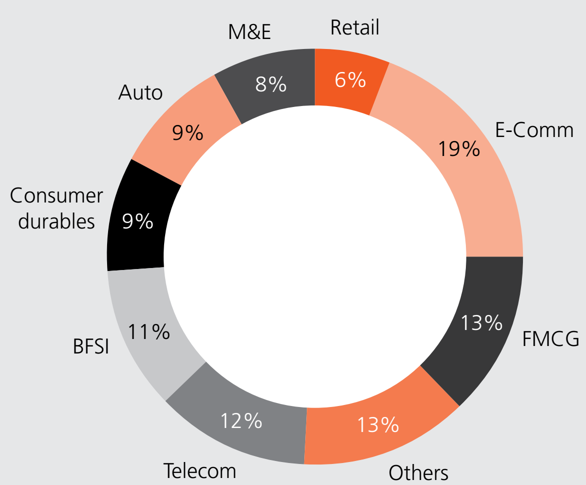
Source: Denstu Digital Report 2018

Digital Media Spends by Devices for 2017



Source: https://sokrati.com/blog/india-digital-ad-statistics-2018/

Categories advertising on digital



Source: Dentsu Digital Report 2017

Digital Infrastructure

The rapid uptake of connected devices, especially smartphones and tablets, is instrumental in media consumption shifting beyond traditional media formats, such as broadcast and cable TV towards digital mediums. Increased digital consumption in India is expected to help media conglomerates drive consumer aggregation.

Some trends emerging in the digital space are:

a. **Smartphone penetration** reached around 33% in 2017, with the number of smartphones sold in India totalling 124 mn by Q4 2017, making India the 2nd largest smartphone market in the world. Over 83% of the smartphones in the country operate on Android OS.

b. **Availability of smartphones** at low-cost options increased during 2017; more importantly, this availability was bundled with data plans and Wifi connectivity.

c. **Improvement in connectivity** led to an increase in the subscriber base of mobile users which was estimated to be 650 mn in 2017.

d. **Adoption of 4G network** is gradually increasing; now 3G along with 4G constitutes over 75% of the overall wireless internet user base.

e. **Average monthly data traffic usage** was estimated to have reached 3.9 GB per month per smartphone in 2017.

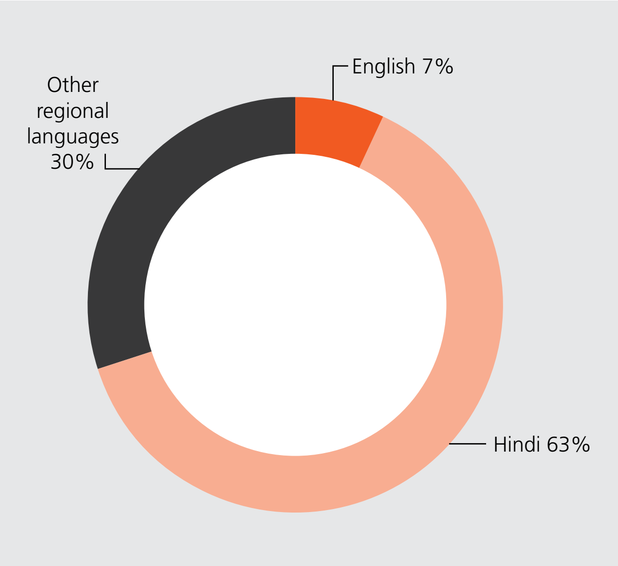
f. **Average download speed** as of November 2017 was 8.80 Mbps and 18.82 Mbps for fixed broadband downloads.

g. **Video consumption:** 250 mn people viewed videos online in 2017, a growth of 64% over 2016.

h. Currently only 1-2% of consumers pay for media content online.

i. **31% of the total online searches are for entertainment.** Searches other than entertainment are also increasing within areas of lifestyle and education.

j. **Indian language content** consumption is constantly on the upswing, with consumption of 93% of the time spent on videos in Indian languages.



Source: FICCI-EY Report 2018

k. Of the **total time spent on mobiles** by a mobile user in India, on an average 40% is spent on social media and communication, 30% on entertainment and 30% on other categories, such as gaming, news and commerce.

l. **Regional news consumption is on the rise**, with significant traffic coming from rural and semi-urban regions. 84% of India's total digital population consumed news digitally in April 2017.

m. As more and more outlets emerge for dissemination of news, the issue of credibility gains importance. **2017 saw a clear shift toward credible news brands.**

Digital ad platforms have been instrumental in direct sales and hence, increasing penetration of digital media amongst the Indian audience is creating huge opportunities for marketers to reach out to untapped audiences in newer ways. With the gamut of opportunities to interact with consumers broadening, marketers are getting innovative with the way they choose to advertise to their audiences.

INDIAN M&E INDUSTRY - OPPORTUNITIES AND THREATS

(Source: FICCI - EY Indian M&E Industry Report, 2018)

The Indian M&E industry is expected to grow with a strong momentum and cross the USD 31 bn mark by 2020, clocking a CAGR of 11.3%. However, in 2017, advertising revenues were impacted by several macro headwinds, including some spillover effects of demonetisation, the impact of RERA and ad spends on the real estate sector, as well as a slowdown in ad spends across different M&E segments in efforts to manage inventories due to GST implementation. While ad revenues are about 51% of the total pie currently, it is anticipated that these will reach 53% by 2020.

India is steadily inching towards becoming the third largest economy in the world by 2030, backed by a strong demography, economic factors and a supportive regulatory environment. India will also become the most populous country in the coming years, surpassing China. Therefore, the trends in traditional newspaper readership in India continue to be biased towards greater affinity for Indian language newspapers, as Indian rural and semi-urban areas continue to expand. Amongst Indian language newspapers, the bulk of Hindi readership continues to come from rural areas which have also been exhibiting faster growth at a macro-level for language products. These are the high-growth markets where Dainik Bhaskar continues to build a leadership presence and over the last fiscal has significantly expanded its readership base in these regions.

In addition to growing literacy, other factors that will contribute to the industry's growth are:

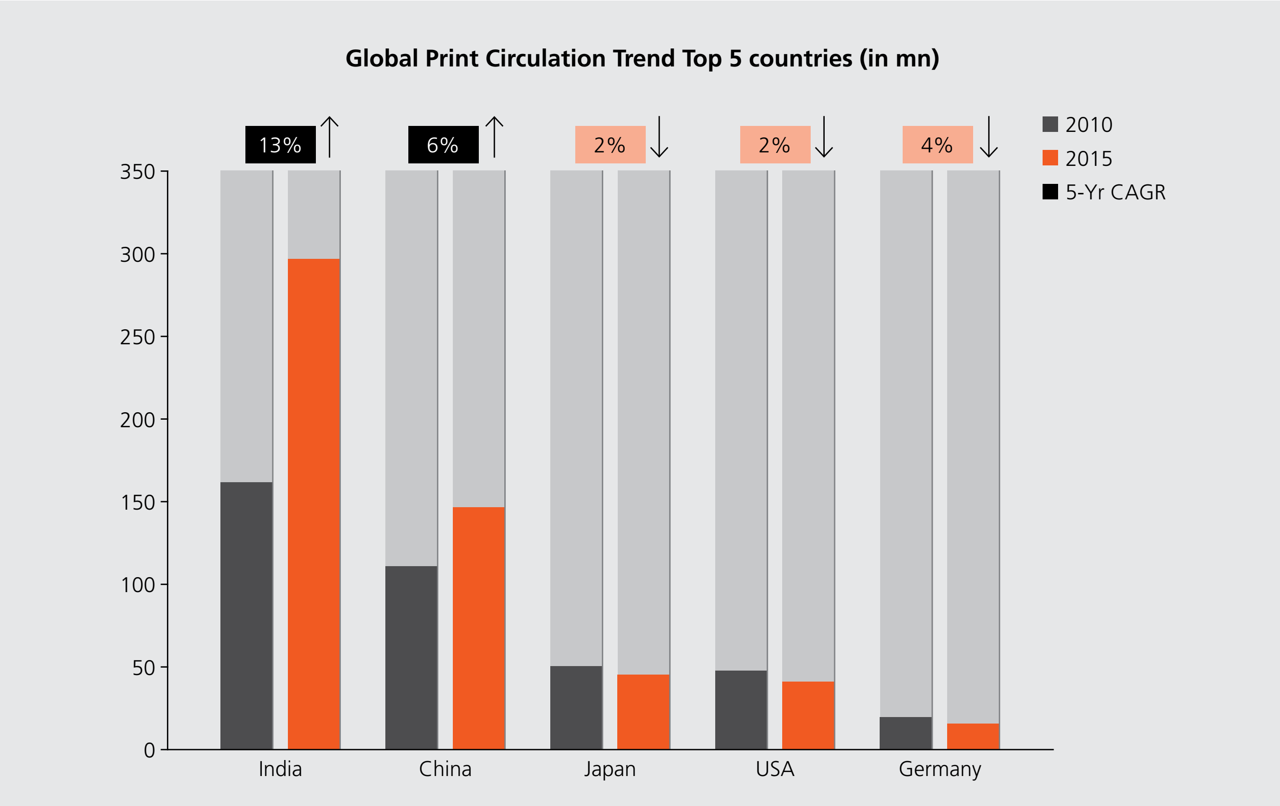
- **Young Consumers:** 61% of the Indian population is below the age of 35 years, a trend which will continue through 2020. This also reflects the growing aspirations and the potential of increasing consumerism in the economy.

8.76% Hindi Print

4.87% Overall Print

10-Year CAGR Growth over the period 2006 to 2016 as per ABC.

Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017 and Pitch Madison Advertising Report 2018
Note: Years mentioned are Calendar Years



Source: WAN IFRA World Press Report 2016 / Press In India Report 2015-16

- **Urbanisation:** Approximately, 35% of the population is expected to reside in urban areas by 2020, expanding the economic potential of surrounding regions.

- **Potential for number of metros to grow substantially:** 10 metro cities and 26 mini metros are on course of development by 2020.

- **Average income:** The average household income is likely to grow 1.5x by 2020 to reach USD 10.1K, signifying a strengthening of purchasing power and migration towards superior and branded products.

- **GDP growth:** The GDP growth is likely to remain steady between 6.5% - 7.5% through 2020.

- **FDI inflows:** From April 2000 to June 2017, FDI inflows in Information and Broadcasting (including print media) reached USD 6.6 bn.

Threats

- **Piracy:** The Digital media sub-sector in India has not been able to fully monetise its content due to rampant piracy in India. Weak IP regulations and ineffective enforcement have been a deterrent to producing original content and IP. Also, with the growing global reach of the Indian M&E industry and the growth of the Indian diaspora abroad, the international piracy of Indian content has also emerged as a key challenge.

- **Low price point:** The Indian market is highly price sensitive and is majorly advertisement driven. Sectors such as Print, Digital, Television and Radio draw revenues from advertising. The average subscription cost for Newspapers is ~USD 2 for a month, Cable/VoD in India is USD 1-3 and average film ticket prices are around ~USD 2. Currently, only about 1-2% of consumers pay for media content online.

- **Input costs:** The Indian newspaper industry imports more than 50% of its paper consumption, mainly from the US, Russia and Canada. Being a significant component of cost, players are sensitive to price fluctuations. Rising prices and depreciation of the Indian rupee are therefore generally a cause of concern for the industry.

Source: FICCI-EY Indian Media and Entertainment Industry Report 2018, FICCI-KPMG Indian Media and Entertainment Industry Report 2017 and Pitch Madison Advertising Report 2018
Note: Years mentioned are Calendar Years

DBCL - SEGMENTAL PERFORMANCE

I) PRINT SEGMENT

Dainik Bhaskar newspaper continues to be the Nation's largest circulated multi-edition Daily, as per Press In India Report 2016-17 prepared by the Registrar of Newspapers of India (RNI) and recently informed by the Honourable Union Information and Broadcasting Minister, Mr. Rajyavardhan Singh Rathore.

As per recently announced Indian Readership Survey (IRS) numbers, the Dainik Bhaskar Group has maintained its leadership as the Largest Newspaper Group of Urban India. The Dainik Bhaskar newspaper continues to hold the # 1 position as the largest read newspaper of SEC AB (Socio Economic Class AB), which is now called NCCS AB. The Dainik Bhaskar newspaper also holds #1 position as the largest read newspaper of Socio-Economic Class - A, i.e. SEC A, which is now called NCCS A.

Dainik Bhaskar continues to be the world's fourth largest circulated daily by WAN IFRA in its World Press Trends 2016 report. It ranks behind 3 newspapers from outside India, of which 2 are from Japan and 1 from USA.

During FY 2017-18, the Company executed a very challenging and ambitious Circulation Expansion strategy in its legacy markets of Rajasthan, Gujarat, and in the newer market of Bihar. The circulation copies increased from an average of 50.4 lakh copies at the start of the initiative in July 2017 to 57.9 lakh copies by the end of the year, i.e., a growth of around 15% in a 9-month period; and this entire circulation increase was achieved at a higher cover price.

On the occasion of successful completion of 14 years in Gujarat, Dainik Bhaskar commemorated Divya Bhaskar Utsav: The Utsav was a grand ten-day celebration in Ahmedabad with star-studded events presented by eminent personalities in entertainment, business and finance, music, poetry and chefs. Divya Bhaskar's launch in Gujarat in 2003 was a truly historic moment for the Group, as it forayed into a non-Hindi domain for the first time and launched 'Divya Bhaskar' in Gujarati.

Dainik Bhaskar also marked their expansion into Gujarat and launched the Surat edition on 30th April 2017, establishing a strong presence in a large cosmopolitan city with almost 28 lakhs of the non-Gujarati speaking population. Dainik Bhaskar successfully tapped the existing potential amongst Surat's non-Gujarati speaking, multicultural, industrialised households, who have migrated from neighbouring states like Rajasthan, NCR, Punjab, Haryana UP, Bihar, Jharkhand and Uttarakhand.

Editorial Framework

The overall performance and growth reported continues to be driven by a clear and focussed editorial strategy that centres on 'regular product reinvention' and offering content that meets the readers' needs, builds their aspirations and becomes an 'integral part of their lives'.

Dainik Bhaskar's editorial strategies were realigned during the fiscal to factor in changing times of high engagement with social media-focussed strategies being driven by senior management and the leadership team, cascading to all subsequent levels. Initiatives continue to be aimed at delivering contemporary and relevant stories, editorial efforts focussed on in-depth page-wise story planning and knowledge-focussed content.

While DBCL's editorial philosophy and content strategy continue to be centred on 'Kendra Mein Pathak', Dainik Bhaskar's readership appeal this fiscal has focussed on the 'Knowledge Theme - Har Zaroori Khabar Mein Hoga Aapke Kaam Ka Knowledge'. This theme and approach has been an extension of the earlier initiatives based on 'Kendra Mein pathak' and hence constitutes the second phase of its product enhancement drive.

The Knowledge Theme continues to be implemented successfully through several initiatives such as:

- A full page has been dedicated to 'knowledge', based on utility content to help readers in their daily life.
- Established associations with Nat Geo and Discovery - both leading international publications for 'Photo of the Week'.
- Taken steps to ensure 'knowledge development' by strengthening human infrastructure:
    - o Institution of a 'Knowledge advisory board' with eminent Indians and stalwarts across various disciplines.
    - o Establishment of a national reporting team in Delhi.

- o Drawing synergies from the integration of print and digital entertainment. This is achieved by print and digital teams working together to leverage each other's content strengths

Circulation Framework

In FY 2017-18, DBCL registered a 7% growth in circulation revenues. The Company delivered a 15% CAGR over the past five years [from FY 2011-12 to FY 2016-17]. This was driven by the yield in core legacy markets, which was much above industry reported numbers.

DBCL's circulation expansion strategy has delivered strong results during the year as reflected in its numbers. The Company's focussed and well-executed circulation strategy has resulted in almost 15% growth in terms of number of copies sold. In absolute terms, it had around 57.6 lakh copies as of March end 2018 compared to around 50.4 lakh copies at the start of the initiative in July 2017. The growth was majorly delivered in markets of Bihar, Rajasthan and Gujarat.

The commendable performance has been achieved on the back of a higher circulation base and an increased cover price. The circulation strategy was complemented by strong editorial and product enrichment efforts along with unique and impactful reader engagement initiatives.

Successful expansion drive in Bihar: Dainik Bhaskar has expanded its reach to 38 districts with around 7 lakh copies. Between July 2017 and March 2018, Dainik Bhaskar aggressively expanded its copies in circulation, reporting over 2X growth across 38 districts covering key Tier II and III cities and towns of Bihar. The focus now continues to be on strengthening its presence in the state and building stronger bonds with associates. For the first time, 100% booking of copies was achieved through a Mobile App which provides a totally authentic and certified database of subscribers. As part of the drive, over 20 lakh households were visited by a team of over 7,000 surveyors across 38 districts.

Dainik Bhaskar's Bihar foray was initiated in 2014 with the launch of its Patna edition. Thereafter, followed by the launch of editions in Bhagalpur, Muzaffarpur and Gaya in 2015, Dainik Bhaskar undertook an ambitious drive to expand its circulation since July 2017.

Reader engagement activities were also core to the circulation growth strategy through retaining readers and attracting new ones. Activation initiatives like 'Tambola' and the launch of 'Jeeto 15 crore' have been instrumental in the success of DBCL's circulation strategy.

15% growth in Copies sold

from 50.4 lakh copies in start of initiative in July 2017 to 57.6 lakh copies in March 2018

II) RADIO SEGMENT: 94.3 MY FM

In the radio segment, MY FM completed the fastest roll out of all 13 newly acquired stations under Batch I of Phase III and expanded the Company's reach to 7 states across 30 cities, being the largest player in the Rest of Maharashtra and No. 1 in Chandigarh / Haryana / Punjab / Rajasthan / Madhya Pradesh and Chhattisgarh.

The Indian radio industry has been charting its own growth path, creating a noteworthy impact on India's Tier II and III towns and cities, by emerging as a complementary vehicle of choice to print advertising, for all leading brands targeting India's emerging middle class. In this milieu, the core philosophy driving 94.3 MY FM continues to leverage the significant growth potential in India and capitalise on the marked shift in attitude towards consumption of radio content.

Led by its reach and presence across 7 states, 94.3 MY FM has established itself as an integral part of media plans, illustrating the growing importance of radio as an essential medium for advertisers seeking to target more focussed and localised audience groups.

Innovative and unique activation initiatives were undertaken throughout the fiscal that strengthened 94.3 MY FM's connect with listeners and leading consumer brands alike. Some of these were:

- The launch of a new brand campaign with sharper product promise of "Chalo Aaj Kuch Achcha Sunte Hai" during FY 2016-17, across stations, to engage and strengthen listener connect.
- Extending the "Achcha Sunte hai" promise, MY FM gifted hearing aids to children (aged 6-8 years) with hearing impairments. This drive was implemented across Surat, Rajkot and Ahmedabad. An overwhelming number of people responded to MY FM's call to make a difference.
- Celebrating 10 years of presence in Ahmedabad and Surat, MY FM executed the biggest Music and Entertainment Festival. More than 25,000 and 7,000 people in Ahmedabad and Surat, respectively, witnessed the event.

- Ek Rakhi Fauji Ke Naam campaign - MY FM RJ asked listeners to send Rakhis for their brothers in the army. More than 2,99,446 Rakhis were collected through this initiative.

- Rangrezz Season 4 - MY FM flagged off India's largest painting competition across the network. The theme was based on inciting a deep sense of pride amongst children, through catchphrases like Incredible Rajasthan, Incredible Gujarat, etc. Over 612 schools and 3 lakh children participated.

III) DIGITAL SEGMENT - DB DIGITAL

DBCL's digital footprint is spread across 9 web portals and 4 apps. These are growing steadily in visibility and enjoy high traction among the target audiences.

DB Digital core drivers continue to be based on:

- Building around the premise of content as the key differentiator:
  - Offering a bouquet of hyper-local news content across religion, business, fashion, Bollywood, money and finance.
  - Leveraging DBCL's extensive editorial network.

DB Digital's focus was strongly on technology for continuous optimisation, better user engagement and maximising ROI to advertisers. DB Digital launched 'Wisdom' an in-house analytics and data intelligence proprietary tool that supports the editorial team with real-time insights on content. This year added the ability to predict the virality of content.

homeonline.com:

- With homeonline.com since its launch in August 2016, has emerged as one of the most popular real estate portal in Bhopal, Raipur, Indore, Jaipur and Ahmedabad.

- Last fiscal, homeonline.com served more than ~1.3 mn home-seeking users online, connecting 80,000+ home seekers with property owners/ builders in Bhopal, Raipur, Indore, Jaipur and Ahmedabad.

- More than 75,000 properties and 900+ projects were made available to home seekers in Bhopal, Raipur, Indore, Jaipur and Ahmedabad.

- Recorded about 2.6 mn sessions and about 12 mn page views in terms of online traffic.

Gaining traction in traffic:

- DB Digital has a very formidable and strong position in almost 67% of the Indian language media space in terms of Unique Visitors and Page Views.

- Further, it is the dominant No.1 digital player in various Indian languages, i.e., Hindi and Gujarati. www.bhaskar.com the flagship website is the Largest Hindi News Site, while Divya Bhaskar in Gujarati (www.divyabhaskar.com) continues to be Largest News Site in Gujarati.

- The total Dainik Bhaskar and Divya Bhaskar app downloads were 12.3 mn as of YTD March 2018, signifying a growing user engagement.

RISK MANAGEMENT AND CONTROLS

The Company has a robust risk management process to identify key risks across the Group, and prioritise action plans to mitigate them. Its Risk Management framework is reviewed periodically by the Board and the Audit and Risk Management Committee. The proceedings of the review process include discussions on the management's submissions on risks, prioritisation of key risks and approval of action plans to mitigate such risks.

Some of the uncertainties and risks that can affect the business are technological changes, changing customer preferences and behaviour, competition, volatility in prices of newsprint and macro-economic factors such as an economic slowdown. To maintain its competitive edge and minimise exposure to risks, the Company has undertaken various initiatives such as enhancement of existing technology capabilities and digital properties, increasing its geographical presence and continued investment in its print facilities. As far as volatility in newsprint prices is concerned, it is managed by a variation in GSM quality of newsprint, page rationalisation, a dynamic hedging policy and effective cost management through total cost productivity.

INTERNAL CONTROLS AND VIGIL MECHANISM

The Company has built up a strong and efficient internal controls mechanism, commensurate with the size of its operations. It has laid down standard operating guidelines and processes which ensure smooth functioning of activities and clarity in the minds of people who actually execute the operations.

INTERNAL CONTROLS

State Heads and Corporate Finance Heads are accountable for financial controls. They are fully responsible for accuracy of books of accounts, preparation of financial statements and reporting in line with the Company's accounting policies.

DBCL has deployed a vigorous Internal Controls and Audit Mechanism to facilitate an accurate and fair presentation of its financial results. This process not just ensures adherence to regulatory standards and meets statutory compliance requirements, but also conforms that the reporting is complete, reliable and understandable. In addition, there is a specific impetus on safeguarding investor interests with deployment of the highest levels of governance and regular communication with them.

Over the years, DBCL has undertaken specific efforts to build up its processes and deploy Standard Operating Guidelines across all operational areas.

During FY 2017-18, the Company appointed Independent Chartered Accountancy firms to assist in re-evaluating and testing its Internal Financial Controls (IFC) which encompassed review, reclassification and rationalisation of controls.

INTERNAL AUDIT

To support its Internal Audit structure, the Company has engaged experienced Chartered Accountancy firms across all locations. A system of monthly Internal Audit reporting, reviewing and monitoring together with Surprise Audits are conducted to ensure effective adherence to establish processes, internal controls and internal audit mechanism on real-time basis.

VIGIL MECHANISM

DBCL is among the first few companies in India to take active steps towards establishing a 'Whistle-blowing Mechanism'. This initiative was taken to encourage employees to report irregularities in operations, besides complying with the statutory requirements under Companies Act, 2013. In order to maintain the highest level of confidentiality, the Company has outsourced the complaint receipt and coordination with the whistle blower to an independent Agency. All DBCL employees can avail this mechanism on a daily basis through a dedicated toll-free Hotline, Website, Email or Post. These reporting channels can be accessed in Hindi, English, Marathi and Gujarati. The whistle blower will be provided with a reference number by the Agency, for providing additional information and knowing the status of the complaint.

An Internal Ethics Committee has been established to operate this policy under the supervision of the Audit Committee. An ombudsperson, along with the Ethics Committee decides the future course of action. Complaints are categorised and prioritised, based on their nature, and actions are commensurate. If the whistle blower is not satisfied with the actions taken, the mechanism also has an Escalation Protocol in place. Through the process, the mechanism considers and extends complete protection to the whistle blower.

₹ 23,522 mn

Total income from operations up by 3.4% YoY in FY 2017-18

7%

Circulation revenue growth in FY 2017-18

Integrity and ethics have been the bedrock of all the Company's corporate operations. There is no short cut to integrity. DBCL is committed to conducting its business in accordance with the highest standards of professionalism, honesty and ethical behaviour. It has the best systems in place to nurture an honest and ethical working culture.

FINANCIAL REVIEW AND OPERATIONAL HIGHLIGHTS

(All financial numbers are on consolidated basis)

Income from Operations

On a consolidated financial basis, the Company achieved a growth of 3.4% YoY in its total revenues during FY 2017-18 at ₹ 23,522 mn compared to ₹ 22,750 mn for FY 2016-17.

Circulation Revenue

Circulation Revenue grew by 7% YoY during FY 2017-18 to ₹ 5,145 mn compared to ₹ 4,814 mn for FY 2016-17, largely an outcome of volume growth led by a circulation expansion strategy and without any reduction in cover prices.

During FY 2017-18, the Company executed a challenging and ambitious Circulation Expansion strategy in its legacy markets of Rajasthan, Gujarat, and in the new market of Bihar. The circulation copies increased from an average of 50.4 lakh copies at the start of the initiative in July 2017 to an average of 57.9 lakh at the end of the year, i.e., they grew around 15% during the 9-month period; and this entire circulation increase was achieved at a higher cover price.

Over the past five years [from FY 2011-12 to FY 2016-17] Dainik Bhaskar has delivered a 15% CAGR growth, driven by yields in core legacy markets - much above the industry reported numbers.

Advertising Revenue

Advertising revenues registered a growth of 3% YoY during FY 2017-18 to ₹ 16,425 mn compared to ₹ 15,973 mn for FY 2016-17, largely an outcome of volume growth. The growth has been moderate on account of the continued impact of demonetisation and the implementation of GST.

Advertising revenue for the Print segment grew by 3% YoY, largely driven by volume. Advertising revenue for the Radio Segment registered a growth of 7% YoY. Advertising revenue for the Digital Segment declined by 7% YoY during FY 2017-18.

Raw material consumed

The cost of newsprint grew by 11% YoY to ₹ 7,307 mn for FY 2017-18 as compared to ₹ 6,609 mn for FY 2016-17. The Company has strategically increased its circulation copies by around 15% in the last 9 months, which has significantly contributed to the increase in newsprint consumption of around 7% and the balance was due to the recent global increase in newsprint prices.

Employee cost

At a consolidated level, the employee costs grew by 2.5% YoY during FY 2017-18. Cost control affected by the management is significant, in spite of the completed Bihar launch and circulation expansion strategy in other markets.

Other expenses

Other operating expenses grew by a significant 12.9% YoY, on account of the circulation expansion strategy related one-off expenditures and Jeeto 15 crore.

EBIDTA

The EBIDTA de-grew by 11% from ₹ 6,592 mn (margin of 29%) in FY 2016-17 to ₹ 5,875 mn (margin of 25%) in FY 2017-18. Excluding circulation expansion, related one-off expenditures and previous year's non-recurring gains on account of private treaty business deals and music royalty reversal of the Radio business, the EBIDTA registered a YoY growth, for the financial year.

Depreciation

Depreciation and amortisation expenses grew by 7% to ₹ 924 mn during FY 2017-18 from ₹ 863 mn in FY 2016-17, due to a setup and upgradation of plant and machineries.

Financial cost and foreign exchange fluctuation

Finance cost, including the relevant foreign exchange fluctuation de-grew by 10% compared to the previous year. This was primarily on account of a decrease in foreign exchange losses considered as borrowing costs to ₹ 11 mn for FY 2017-18 from ₹ 17 mn during FY 2016-17.

Profit after tax (PAT)

The Operational PAT stood at ₹ 3,240 mn during FY 2017-18 as compared to ₹ 3,748 mn during FY 2016-17.

FINANCIAL CONDITION ANALYSIS

The quality and strength of the Balance Sheet of DBCL as on 31st March 2018 is satisfactory. Most parameters are commendable. Key ratios are given below:

SR. NO.	RATIOS	AS AT 31st MARCH 2018
1.	Return on Capital Employed	24.3%
2.	Return on Tangible Net Worth	16.8%
3.	Tangible Net Worth	₹ 19,291 mn
4.	Debt (Secured Long Term)	NIL
5.	Cash and Bank Balance	₹ 3,223 mn
6.	Current Ratio	4.3 times
7.	Debtor Turnover	4 times
8.	Inventory Turnover	5 times

HUMAN RESOURCES

DBCL employs over 11,000 people. The Company acknowledges that its employees are its most important competitive strength and their satisfaction, dedication and hard work has ensured that it is ranked highest among media houses in India as an employer. One of the largest employers in the Media Sector, DBCL continued to come up with and implement trendsetting and innovative HR policies in FY 2017-18 too.

In its efforts to create a better work environment and provide performance-oriented growth opportunities to motivate and retain the right talent, various employee engagement initiatives were carried out by the Company during the year. Some of the key policies which enable employees to perform their roles smoothly are Talent Attraction and Acquisition, Centralised Induction and Onboarding, Performance Management System, Career and Succession Planning, People Connect and Aapaat Nidhi.

The Company emphasises on people care and under the banner of its initiative 'DB Cares', it offers some unique benefits for its employees and their families. FY 2017-18 saw the launch of two new policies for the employees' children - Sukanya Samridhi and Ramesh Chandra Agarwal Scholarship.

The Company also promotes a culture of freedom for the employees wherein employees can voice their views for the organisational improvements. The Leaders conduct "Let's

11,000+

DBCL's total employee strength

Chat" meetings to provide a platform to the team during which they can share their concerns and avail solutions.

On the human resource initiatives front, the launch of the Online Performance Management System and Ad Sales Career Path benefited rationalisation of appraisal process and alignment of Performance Linked Incentive (PLI) Policies with Individual KRAs, to further aid talent retention. Various training initiatives were undertaken in Ad Sales and the Company is planning to take them a step further by aligning training needs and performance metrics, across well-defined parameters.

Application of Talent Management tools to Corporate Sales, automation of Employee Benefits and Processes together with improvisation of Talent Acquisition tools are some of the priorities for the ensuing year.

OUTLOOK

As per the FICCI-EY Re-imagining India's M&E sector 2018 report, the CAGR of the Indian Print industry until 2020 is pegged at about 7%. The growth will be driven by a growing Indian economy, increasing literacy levels, performance of Hindi and other Indian language newspapers, increase in consumption levels in Tier II and Tier III cities, and a rapidly evolving digital landscape. Advertising and circulation revenues are expected to grow by about 10% and 7% respectively, accommodating inflation growth as well as Government elections that impact ad revenues. In the Indian languages segment, ad revenues are expected to grow at a much faster pace.

The radio industry is expected to grow at a CAGR of about 9% until 2020 driven by a growing reach across India's smaller towns and cities, which will expand the listener base, as well as grow industry revenues on the back of greater inventory. As the industry matures and evolves, content differentiation will be key. Radio companies will experiment from a wide range of genres and languages to expand their audiences. Radio is fast establishing itself as the preferred vehicle for brands across India given the launch of new stations and more consolidation in the industry.

The Digital industry is expected to grow at a CAGR of about 23% until 2020. The next few years are poised to be more exciting. Led by rapid changes and evolution of consumers, as well as proliferation of technology, all segment of the Indian M&E industry are demonstrating progress. Stimulated by the increasing economic growth in Tier II and III cities and towns, the M&E industry recognises growth lies in these segments. India is now the second largest smartphone market in the world, and more than half the country is expected to be connected with affordable broadband by 2020 - which is set to open up a new digital and online world.

Consumption of Video on Demand (VoD) Platforms is increasingly becoming popular and subscription video on demand (SVOD) is gaining traction with multiple domestic and international players expanding in this space. In this arena, India is well acknowledged for its high-quality execution and capabilities. It is estimated that mobile video will grow at a CAGR of 62% between 2015 and 2020.

(Source: https://www.digitaltveurope.com/2016/02/04/video-to-represent-75-of-mobile-data-traffic-by-2020/

India undoubtedly is being viewed as a highly attractive market today with huge potential going forward based on demographics and economic factors. India is also set to be the third largest economy by 2030 backed by these strengths.

For and on behalf of the Board of Directors of
D. B. Corp Ltd.

Sudhir Agarwal
Managing Director
DIN: 00051407
Place: Mumbai
Date: 19th July 2018

CAUTIONARY STATEMENT

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

Board's Report

To
The Members,
D. B. Corp Limited

Your Directors have pleasure in presenting to you the 22nd Annual Report together with the Balance Sheet and Statement of Profit and Loss for the year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS (STANDALONE RESULTS)

₹ in Mn.

PARTICULARS	2017-18	2016-17
Revenue from operations	23,285	22,574
Other Income	239	172
Total Revenue	**23,524**	**22,746**
Operating expenditure	17,645	16,130
EBITDA	**5,879**	**6,616**
EBITDA Margin	**24.99%**	**29.09%**
Finance Cost	67	74
Depreciation & Amortisation	922	862
Total Expenditure	**18,634**	**17,066**
Profit Before Tax	**4,890**	**5,680**
Provision for Tax	1,645	1,907
Profit After Tax (PAT)	**3,245**	**3,773**
PAT Margin	**13.79%**	**16.59%**

FINANCIAL HIGHLIGHTS (CONSOLIDATED RESULTS)

₹ in Mn.

PARTICULARS	2017-18	2016-17
Revenue from operations	23,285	22,580
Other Income	238	170
Total Revenue	**23,523**	**22,750**
Operating expenditure	17,647	16,158
EBITDA	**5,876**	**6,592**
EBITDA Margin	**24.98%**	**28.97%**
Finance Cost	67	74
Depreciation & Amortisation	924	863
Total Expenditure	**18,638**	**17,095**
Profit Before Tax	**4,885**	**5,655**
Provision for Tax	1,645	1,907
Profit After Tax (PAT)	**3,240**	**3748**
PAT Margin	**13.77%**	**16.47%**
Dividend as % of Paid-up Share Capital	10%	40%

REVIEW OF PERFORMANCE, OPERATIONAL HIGHLIGHTS AND FUTURE OUTLOOK

India as one of the faster growing economies of the world, demonstrated strong resilience on the face of global slow growth environment. India is expected to emerge as one of the top three economic powers of the world over the next 10-15 years, as per the Central Statistics Organisation (CSO) and IMF (International Monetary Fund). Moody's upgradation of India's sovereign rating after 14 years, from Baa3 (lowest investment grade) to Baa2, also underlines the strength of the country's economic fundamentals.

After a temporary slowdown triggered by the implementation of demonetization and GST, the economy started showing signs of recovery in the second half of FY 18. The revival in positive sentiment was reflected in the pick-up in industrial production and a decline in retail inflation (as measured by the CPI) after a period of negativity. The last quarter of the fiscal saw India record its fastest growth in seven quarters at 7.7%, to overtake China, which grew at 6.8% in the quarter ended March 2018. The farm, manufacturing and services sectors propelled this growth, which is expected to sustain in the coming year.

D. B. Corp Limited's (DBCL) performance for the fiscal 2017-18 needs to be viewed in the context of aforesaid economic and market environment forces. D. B. Corp Limited ('DBCL') delivered another year of resilient performance aided by strong market development strategies, establishment of long term customer relationships and well planned execution of sharper on-ground marketing efforts.

Your Company maintained its focus on editorial strategy which has led to significant improvement in quality of editorial content, greater readership delight and growth. Dainik Bhaskar newspaper continues to be the Nation's largest circulated multi-edition daily as per Press In India Report 2016-17 prepared by the Registrar of Newspapers of India (RNI) and recently informed by the Honourable Union Information and Broadcasting Minister, Mr. Rajyavardhan Singh Rathore in Parliament during an answer.

As per recently announced Indian Readership Survey (IRS) numbers, the Dainik Bhaskar Group has maintained its leadership as the Largest Newspaper Group of Urban India. Dainik Bhaskar newspaper continues to hold the # 1 position as the largest read newspaper of SEC AB (Socio- Economic Class AB), which is now called NCCS AB. The Dainik Bhaskar newspaper also holds #1 position as the largest read newspaper of Socio-economic Class - A, i.e. SEC A, which is now called NCCS A.

Dainik Bhaskar continues to be the world's fourth largest circulated news daily by WAN-IFRA in its World Press Trends 2016 report. It ranks behind 3 newspapers which are from outside India; of which 2 are from Japan and 1 from USA.

As part of other significant developments, the following are noteworthy:

- During FY 2017-18 the company executed a challenging and ambitious Circulation Expansion strategy in its legacy markets of Rajasthan, Gujarat and in the newer market of Bihar. The circulation copies increased from an average of 50.4 lakh copies at the start of the initiative in July 2017 to 57.9 lakh copies by the end of the year i.e. a growth of around 15% in a 9-month's period; and this entire circulation increase was achieved at a higher cover price.
- Dainik Bhaskar has successfully completed entire Bihar expansion drive. It has aggressively expanded copies in circulation reflecting over 2x growth across 38 districts covering key Tier II and Tier III cities and towns in Bihar with around 7 lakh copies.
- MY FM completed the fastest roll out of all 13 newly acquired stations under Batch 1 of Phase III and expanded the company's reach to 7 states and across 30 cities by March 2017. Your Radio business MY FM has become the largest player in the Rest of Maharashtra and No. 1 in Chandigarh / Haryana / Punjab / Rajasthan / Madhya Pradesh & Chhattisgarh.
- As a part of DBCL's digital business, www.dainikbhaskar.com the largest Hindi News Website continues to secure the No. 1 spot in Hindi News and www.divyabhaskar.com continues to remain #1 Gujarati website.
- The digital business with 9 internet portals with a very formidable and strong position in almost 67% of Indian language media space in terms of Unique Visitors and Page Views is the dominant No.1 digital player in various Indian languages, i.e., Hindi and Gujarati, alongside 4 actively available and well-used mobile apps.

Print Business

During the period under review, the Indian economy showed an improvement over 2016-17, but continued to grow at a slower pace. DBCL executed a challenging and ambitious Circulation Expansion strategy in its legacy markets of Rajasthan, Gujarat and in the newer market of Bihar. We are happy to report that it has delivered favourable response with advertising revenue witnessing a growth of around 3 % and circulation revenue registering a growth of around 7%.

Performance highlights of the Company during the year under consideration are as follows:

- Standalone revenue from operations and other income was ₹ 23,524 million witnessing a growth of 3.42% as compared to ₹ 22,746 million in the previous year.
- Standalone advertising revenue grew 2.83% to ₹ 16,425 million which includes revenue from print, radio and digital media business.
- Circulation revenue grew by 7% to ₹ 5,145 million from ₹ 4,814 million largely driven by rate growth. Circulation revenue has witnessed CAGR growth of around 15% for past 5 years largely driven by rate growth.
- The consolidated gross revenue increased by 3.4% to ₹ 23,523 million as compared to ₹ 22,750 million in the previous year.
- EBIDTA margin of matured business stands at 28.59%.

The Company has not transferred any amount to General Reserve for the FY 2017-18.

Emerging Editions / Business

In order to analyse the performance of the Company, its divisions / editions are segmented into emerging and matured editions / business as any new edition / business launched takes long for stabilisation and for earnings.

Review of Performance of Emerging Editions / Business

Summary Financials (Standalone Results) (₹ in Mn.)

PARTICULARS	Emerging Editions & Business	Matured Business	Total
	FY 2017-18		
Turnover			
-- Advt. Revenue	516	15,909	16,425
-- Sales	276	4,869	5,145
-- Others	92	1,862	1,954
Total Income	**884**	**22,640**	**23,524**
Newsprint Cost	601	6,707	7,308
Opex	878	9,459	10,337
Total Cost	**1,479**	**16,166**	**17,645**
EBITDA	(595)	6,474	5,879
EBITDA Margin (%)	(67.30%)	28.59%	24.99%
Interest	1	66	67
Depreciation	51	871	922
PBT	(647)	5,537	4,890
PBT Margin (%)	(73.19%)	24.45%	20.79%

Emerging editions are classified as those editions which are below four years of age or which have turned profitable in last four consecutive quarters, whichever is earlier.

For FY 2017-18, the emerging editions include editions in newly launched states of Maharashtra and Bihar, Mobile app and also newly launched e-real estate division during FY 2015-16. Due to shifting of Jharkhand and most part of Maharashtra in Matured category, Emerging business revenues are not comparable on a YoY basis. At the same time, matured business has reported EBIDTA Margin at 28.59%.

Radio Business

94.3 MY FM is one of the largest radio network of the Tier II and Tier III cities, spread across seven states and 30 cities (including the newly launched 13 radio stations under Batch 1 of phase III in the previous year) commanding a leadership rank in almost all of its markets, both in terms of listenership as well as retail market share.

The Radio Business continued to perform exceptionally well in this financial year. Total income of this division increased from ₹ 1,273 million during the previous year to ₹ 1,358 million reporting a growth of 6.73%, one of the best among the Radio players. EBIDTA has decreased by (24.35%) at ₹ 362 million and EBIDTA margin is 27%.

Digital Business

The digital business declined in total income by 6.8% to ₹ 529 million. DB Digital has a very formidable and strong position in almost 67% of the Indian language media space in terms of Unique Visitors and Page Views. Dainik Bhaskar and Divya Bhaskar app have collectively reached 12.3 million app downloads till March 2018.

MAJOR CAMPAIGN / EVENTS DURING THE YEAR

- Launch of a new brand campaign with sharper product promise of "Chalo Aaj Kuch Achcha Sunte Hai" across stations to engage and strengthen listener connect.
- Extending the "Achcha Sunte hai" promise, MY FM gifted hearing aids to children (aged 6-8 years) with hearing impairments. This drive was implemented across Surat, Rajkot and Ahmedabad. An overwhelming number of people responded to MY FM's call to make a difference.
- Celebrating 10 years of presence in Ahmedabad and Surat, MY FM executed the biggest Music and Entertainment Festival. More than 25k and 7k people in Ahmedabad and Surat, respectively, witnessed the event.
- Rangrezz Season 4 - MY FM flagged off India's largest painting competition across the network. The theme was based on inciting a deep sense of state pride amongst children, through catchphrases like Incredible Rajasthan, Incredible Gujarat, etc. Over 612 schools and 3 lakh children participated
- Ek Rakhi Fauji Ke Naam campaign in which MY FM RJ asked listeners to send Rakhis for their bothers in the army; 2,99,446 Rakhis were collected through this initiative.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As representative of Dainik Bhaskar group, the Company takes CSR very seriously and wants to make it a mass movement. With this purpose in mind, your Company has tweaked our strategy on CSR and now, mostly, adhere to advocacy model. The idea is to concentrate our efforts on utilizing our extensive reach to put across our CSR messages to as many people as possible by way of advertisements and write-up.

Company's CSR initiatives are meant to inform, educate and engage the readers to care from nature, environment and deprived sections. While such initiatives may not show immediate results but in the long run have great potential to sensitize people and make them more humane.

Highlights of the Company's overall CSR initiatives during FY 2017-18 were as follows:

- Tilak Holi–Encouraging people to reduce wastage of water, and instead celebrate holi with natural and dry colours.
- Mitti Ke Ganesh – observing Ganesh Chaturthi using idol made of natural clay and spread videos teaching how to make the clay idols.
- Sarthak Deepavali–persuading people to make Diwali a true festival of joy by bringing happiness on faces of those who are deprived.
- Ek Ped Ek Zindagi– appealing people to plant, conserve and preserve more trees to save environment.
- Jal Satyagrah–Informing people about the scarcity of water and ways to cut down its wastage.
- Daan Campaign– Urging people to observe Republic Day (26th January) by donating things which are no longer of use to one, to the needy.
- Save Birds – Appealing people to take care of birds during summer season by keeping aside food and water for them in pots.
- Live Positive Campaign –driving a whole campaign to discourage students from committing suicide by roping in coaching institutes and responsible people to become student buddies.

A brief outline of the CSR policy of the Company and initiatives undertaken by the Company on CSR activities during the year are set out in "Annexure A" to this report. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The CSR policy is available on the website of the Company.

During the year, the Company incurred an expenditure of ₹ 45.1 million on CSR activities as against the required spend of ₹ 100.7 million. The Company could not spend the balance required amount on account of non-availability of fitting, significant and concrete CSR projects. The Company is committed towards undertaking additional activities in the areas of promoting education, empowering women, environmental sustainability, healthcare and sanitation to mention a few and ensure the remaining amount is spent on tangible CSR activities.

AWARDS AND ACCOLADES

Winning awards is the result of strategic efforts to build a company's authority as an industry leader and a great opportunity to showcase the excellence standards. Your Company was conferred with as many as 81 awards during FY 2017-18 under various segments of its business for its Brand & Marketing Campaigns, CSR Initiatives, Event Activation, Effectiveness in Publication & Media and Print Innovations, Corporate Collaterals, Best Use of CSR practices in Media & Entertainment, Public Awareness Programme, etc. These include 12 Asian Customer Engagement Awards, 9 Public Relation Council of India Awards, 6 India Radio Forum Awards, 4 MarCom Awards and 3 Summit International Awards.

DIVIDEND

Your Directors have recommended a final dividend @ 10% (i.e. ₹ 1/- per equity share of the face value of ₹ 10/- each) for the year ended 31st March, 2018 subject to approval of members at the ensuing Annual General Meeting of the Company.

The total amount of dividend to be paid as Final Dividend is approx. ₹ 18.4 Crore.

DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of the SEBI Listing Regulations, the Company has framed a Dividend Distribution Policy which had been approved by the Board of Directors at its meeting held on 20th October, 2016. The Policy lays down a framework for considering decisions by the Board of the Company with regard to distribution of dividend to the shareholders and/ or retaining or plough back of its profits. A copy of the Policy has been attached as 'Annexure B' to this report and the same is also available for viewing on the Company's website and can be accessed at: http://investor.bhaskarnet.com/files/Dividend%20Distribution%20Policy.pdf

BUY BACK OF EQUITY SHARES BY THE COMPANY

The members of the Company have approved Buyback proposal for buy-back of up to 92,00,000 fully paid-up equity shares of ₹ 10/- each (being approx. 5% of the total paid–up equity share capital of the Company as on 31st March, 2018) at a price of ₹ 340/- per equity share on a proportionate basis through tender offer for an aggregate amount of ₹ 312.80 Crore (excluding transaction cost viz. brokerage, applicable taxes such as securities transaction tax, stamp duty and goods and service tax, etc.). The approval for Buyback proposal was accorded by the members of the Company by passing the enabling Special Resolution through Postal Ballot as per statutory requirements in this regard, the results of which were declared by the Company on 7th July, 2018.

The Company has made the Public Announcement in this regard after compliance with all the necessary disclosures. The Record Date for determining the eligibility of the shareholders to participate in the Buyback is set as 18th July, 2018. The Company will be completing the Buyback within 12 months from the date of Special Resolution passed approving the proposed Buyback which is 6th July, 2018.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Naveen Kumar Kshatriya, Independent Director of the Company resigned from directorship on the Board from 30th September, 2017. The Board places on record its gratitude for the valuable services rendered by Mr. Naveen Kumar Kshatriya during his association with the Company.

At the Board Meeting held on 16th May, 2018, Mr. Pawan Agarwal (DIN: 00465092), the Deputy Managing Director of the Company was re–appointed for a further period of five (5) years w, e, f. 31st July, 2018 up to 30th July 2023 subject to members' approval sought at the forthcoming Annual General Meeting along with an increase in his remuneration from the existing remuneration of ₹ 60 Lakh p.a. to ₹ 1 Crore p.a. as detailed below.

PARTICULARS	Amount in ₹
Basic Pay (Annual)	1,00,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

Pursuant to Section 152 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company Mr. Pawan Agarwal, Deputy Managing Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

A brief resume of Mr. Pawan Agarwal, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and / or membership / chairmanship of committees of the Board as stipulated under SEBI Listing Regulations is given in the Corporate Governance Report forming part of the Annual Report.

Mr. Sudhir Agarwal has been appointed as the Managing Director of the Company for a term of 5 years (1st January, 2017 to 31st December, 2021) at a remuneration of ₹ 90 Lakh p.a. Considering ever expanding business of the Company, the industry trend as also the business acumen and the vast experience that he possesses, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors at its meeting held on 19th July, 2018 has increased his remuneration from ₹ 90 Lakh p.a. to ₹ 1.5 Crore p.a. as detailed below w.e.f. 1st October, 2018, subject to approval of the members of the Company at the ensuing Annual General Meeting (AGM). Members' approval is sought for the said increase in his remuneration at the forthcoming Annual General Meeting.

PARTICULARS	Amount in ₹
Basic Pay (Annual)	1,50,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

In terms of Sections 149 and 152 of the Companies Act, 2013, it is proposed to re-appoint the 3 (three) Independent Directors on the Board of the Company. Each of Mr. Piyush Pandey and Mr. Harish Bijoor are proposed to be re-appointed for the second consecutive term of 2 years i. e. from 1st January, 2019 till 31st December, 2020 and Mr. Ashwani Kumar Singhal is proposed to be re-appointed for the second consecutive term of 5 years i. e. from 1st January, 2019 till 31st December 2023. Resolutions for appointing them as Independent Directors for second consecutive term are recommended for passing by the members of the Company at the ensuing Annual General Meeting. A brief resume of each of these Independent Directors, nature of their expertise in specific functional areas and names of the Companies in which they hold directorship and / or membership / chairmanship of Committees of the Board as stipulated under SEBI Listing Regulations is given in the Corporate Governance Report forming part of the Annual Report.

The Company has received declarations from the Independent Directors that they meet with the criteria of independence as laid down under Section 149(6) of the Act and the SEBI Listing Regulations. The Company has also received a notice under Section 160 of the Act signifying their candidature for the office of Independent Director.

None of the Non-Executive Directors had any pecuniary relationships or transactions with the Company which may have potential conflict with the interests of the Company at large.

BOARD MEETINGS

During the year under review, the Board met 4 (four) times, the details of which are given in the Corporate Governance Report which may be taken as forming a part of this Report.

COMMITTEES OF THE BOARD

The Board of Directors functions through the following committees constituted in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations:

Audit Committee	Stakeholders' Relationship Committee
Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Compensation Committee	Executive Committee

The legal provision mandating constitution of Risk Management Committee is not yet applicable to the Company. The details regarding composition and meetings of these committees held during the year under review are given in the Corporate Governance Report which may be taken as forming a part of this Report.

BOARD EVALUATION

The Board has evaluated the performance of each director on the Board based on the parameters listed out in the 'Policy on Performance Evaluation of the Board' framed by the Nomination and Remuneration Committee. The evaluation of the Board and its Committees has been done by the Board considering the Board dynamics and processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance and structure of Board Committees, ethics and values, skill set, knowledge and expertise of Directors, leadership, etc. A report in brief on Board evaluation has been given in the Corporate Governance Report which may be taken as forming a part of this Report.

POLICY ON NOMINATION AND REMUNERATION OF DIRECTORS, KMPS AND OTHER EMPLOYEES

The Nomination and Remuneration Committee of the Company leads the process for Board appointments in accordance with the requirements of Companies Act, 2013, SEBI Listing Regulations and other applicable regulations or guidelines. As per the policy on Nomination and Remuneration of Directors, KMPs and Other employees laid down by the said Committee, all the Board appointments are considered based on meritocracy. The potential candidates for appointment to the Board are inter alia evaluated on the basis of highest level of personal and professional ethics, standing, integrity, values and character; appreciation of the Company's vision, mission, values; prominence in business, institutions or professions; professional skill, knowledge and expertise; financial literacy and such other competencies and skills as may be considered necessary. In addition to the above, the candidature of an Independent Director is also evaluated in terms of the criteria for determining independence as stipulated under Companies Act, 2013, SEBI Listing Regulations and other applicable regulations or guidelines.

At the meeting of the Nomination and Remuneration Committee held on 16 May, 2018, a proposal was placed for the re-appointment of three Independent Directors for the second consecutive term. The Committee has taken into consideration the results of the performance evaluation of the Directors before recommending their re-appointment to the members of the Company for approval at the forthcoming Annual General Meeting.

The detailed policy on Nomination and Remuneration of Directors, KMPs and Other employees is given in the Corporate Governance Report which may be taken as forming a part of this Report.

EXTRACT OF ANNUAL RETURN

The details prescribed and required under Section 92(3) of the Companies Act, 2013 constituting the extract of the Annual Return is attached as 'Annexure C' to this Report.

RISK MANAGEMENT

Your Company is very keen on identifying, evaluating and managing significant risks faced by the Company and prioritizes relevant action plans in order to mitigate such risks. Risk management framework is reviewed periodically by the Board and Audit Committee, which includes discussing the management submissions on risks, evaluating key risks and approving action, plans to mitigate such risks.

The risk management framework adopted and implemented by the Company is given in the Corporate Governance Report which may be taken as forming a part of this Report.

INTERNAL CONTROL SYSTEM AND ITS AQEQUACY

Your Company has built up a strong and efficient internal control mechanism which is commensurate with the size of its business operations. It has laid down standard operating guidelines and processes which ensure smooth functioning of activities and zero ambiguity in the minds of people who actually execute the operations.

State Heads and Corporate Finance Heads are accountable for financial controls. They are fully responsible for accuracy of books of accounts, preparation of financial statements and reporting in line with the Company's accounting policies. DBCL has deployed a vigorous Internal Controls and Audit Mechanism to facilitate an accurate and fair presentation of its financial results. This process not just ensures adherence to regulatory standards and meets statutory compliance requirements, but also confirms that our reporting is complete, reliable and understandable. In addition, there is a specific impetus on safeguarding investor interests with deployment of the highest levels of governance and regular communication with them.

Over the years, DBCL has undertaken specific efforts to build up its Processes and deploy Standard Operating Guidelines across all operational areas.

During FY 2017-18, the Company appointed Independent Chartered Accountancy firms to assist in re-evaluating and testing its Internal Financial Controls (IFC) which encompassed review, reclassification and rationalization of controls.

To build and/or strengthen its Internal Audit structure, the Company has engaged experienced Chartered Accountancy firms across all locations. A system of monthly Internal Audit reporting, reviewing and monitoring together with Surprise

Audits is set to ensure effective adherence to established processes, internal controls and internal audit mechanism on real-time basis.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Integrity and ethics have been the bedrock of the Company's corporate operations. There is no shortcut to integrity. Your Company is committed to conducting its business in accordance with the highest standards of professionalism, honesty and ethical behavior. It has the best systems in place to nurture as honest and ethical working culture.

Your Company is among the first few companies in India to take active steps towards establishing a 'Whistle-blowing Mechanism'. This initiative was taken to encourage employees to report irregularities in operations, besides complying with the statutory requirements under Companies Act, 2013.

In order to maintain highest level of confidentiality, the Company has outsourced the complaint receiving mechanism and coordination with the whistle blower to an independent agency. All DBCL employees can avail this mechanism on a daily basis through a dedicated toll-free Hotline, Website, Email or Post. These reporting channels can be accessed in Hindi, English, Marathi and Gujarati. The whistle blower is provided with a reference number by the Agency, for providing additional information and knowing the status of complaint.

An Internal Ethics Committee has been established to operate this mechanism under the supervision of the Audit Committee. An ombudsperson along with the Ethics Committee decides the future course of action. Complaints are categorized and prioritized based on their nature and actions are commensurate with the category and priority. If the whistle blower is not satisfied with the actions taken, the mechanism also has an Escalation Protocol in place. Through the process, the mechanism considers and extends complete protection to the whistle blower.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans and guarantees given and investments made under Section 186 of the Companies Act, 2013 have been given separately in the financial statements of the Company under Note 31 in the Notes to Accounts, which may be read in conjunction with this Report.

TRANSACTIONS WITH RELATED PARTIES

All related party transactions entered into during the financial year were at arm's length terms. Also, there have been no materially significant related party transactions that were entered into by the Company with its related parties. Hence, the Company is not required to attach the prescribed Form AOC – 2 to the Annual Report of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;

2. that 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 as at 31st March, 2018 and of the profit of the Company for the year ended as on that date;

3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. that the directors had prepared the annual accounts for the financial year ended 31st March, 2018, on a 'going concern' basis;

5. that the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;

6. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SUBSIDIARIES

The Company has 2 subsidiaries as on 31st March, 2018. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Act. There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Performance / Business highlights of subsidiaries

The performance / business highlights of the subsidiaries of your Company during the financial year 2017-18 are as follows:

1. **DB Infomedia Pvt. Ltd. (DBIPL)**
   DBIPL carries on its business in the domain of online digital space. It has recorded PBT loss of ₹ 4.45 million in the current financial year as compared to PBT Loss of ₹ 24.62 million during the previous financial year 2016-17.

2. **I Media Corp Limited (IMCL)**
   IMCL which is housing the event business of the Company recorded an PBT Loss of ₹ 1.34 million for the year under consideration. This subsidiary functions in co-ordination with radio division and carries out events across MY FM station cities.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 read with Schedule V of the Listing Regulations is given separately which may be taken as forming a part of this Report.

REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations is given separately which may be taken as forming a part of this Report. A Certificate, as prescribed, from the Auditors of the Company, confirming compliance with the provisions of Corporate Governance is attached to the said Report.

BUSINESS RESPONSIBILITY REPORT

A report on Business Responsibility as stipulated under Regulation 34 of the Listing Regulations is given separately which may be taken as forming a part of this Report.

EMPLOYEES' STOCK OPTION SCHEMES

The Company had granted Stock Options to its employees under the 'DBCL – ESOS 2010' and 'DBCL – ESOS 2011' (Tranches 1 to 6). The Compensation Committee of the Board of Directors, constituted in accordance with the SEBI Guidelines, administers and monitors these schemes. The stock option schemes are in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Employee Benefits Regulations") and there have been no material changes to these schemes during the financial year.

The details required to be disclosed in terms of Regulation 14 of the Employee Benefits Regulations are placed on the Company's website and can be accessed at: http://investor.bhaskarnet.com/pages/corporategovernance.php

Your Company has obtained a certificate from the Auditors certifying that the said Employee Stock Option Schemes have been implemented in accordance with the Employee Benefits Regulations and the resolutions passed by the members in this regard. The Certificate will be placed at the Annual General Meeting for inspection by the members, as prescribed which is also attached to this Report.

STATUTORY AUDITORS

At the previous Annual General Meeting (AGM) of the Company held on 4th September, 2017 M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) and M/s. Gupta Mittal & Co. (Firm Registration No. 009973C) were appointed as the Joint Statutory Auditors of the Company for a period of 5 (Five) years till the conclusion of 26th Annual General Meeting of the Company (subject to ratification by the shareholders at every Annual General Meeting, as prescribed at that time).

However, during the year under review, the Parliament of India has enacted The Companies (Amendment) Act, 2017; whereby ratification of auditors at every AGM under Section 139(1) has been done away with. Due to the enforcement of this amendment by the Ministry of Corporate Affairs during the year, it is no longer necessary to seek ratification of the appointment of the Auditors by the shareholders at every AGM henceforth.

However, the Board wishes to inform the shareholders that the Statutory Auditors viz. M/s. Price Waterhouse Chartered Accountants LLP and M/s. Gupta Mittal & Co. have confirmed that their appointment is still within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for holding such position of auditorship within the meaning of Section 139 of the said Act.

Auditors' report

The Auditors' Report on the Financial statements of the Company for the financial year 2017-18 does not contain any qualifications, reservations, or adverse remarks.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Makarand M. Joshi & Company, a firm of Company Secretaries in Practice to undertake the secretarial audit of the Company.

Secretarial Auditors' report

The Secretarial Audit Report given by the Secretarial Auditor viz. Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai is attached as 'Annexure D' to this Report.

The Secretarial Auditors have observed that there were few lapses of code of conduct under Insider Trading Regulations during FY 2017-18 for which company is in the process of taking appropriate actions.

COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the cost accounting records maintained by the Company in respect of its radio business are required to be audited. The Board of Directors had, on the recommendation of the Audit Committee, appointed M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) to audit the cost accounting records of the Company for the financial year 2017- 18 at a remuneration of ₹ 25,000/- p.a. plus applicable taxes.

M/s. K. G. Goyal & Associates, Cost Accountants are also re-appointed by the Company as Cost Auditors for the FY 2018-19 at the same remuneration. As required under the Act, the remuneration payable to the cost auditor is required to be placed before the members in a general meeting for their ratification. Accordingly, a resolution seeking member's ratification for the remuneration payable to M/s. K. G. Goyal & Associates for FY 2018-19 is included in the Notice convening the Annual General Meeting.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted or invited any deposits from public within the meaning of Chapter V of the Companies Act, 2013 and applicable rules made there under or any amendment or re-enactment thereof.

PARTICULARS OF REMUNERATION TO EMPLOYEES

The particulars of remuneration to directors and employees and other related information required to be disclosed under Section 197(12) of the Companies Act, 2013 and the Rules made thereunder as amended up to date, are given in 'Annexure E' to this Report.

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

A. CONSERVATION OF ENERGY

(I) Steps taken or impact on conservation of energy:

The Company has continued its efforts to improve energy efficiency measures with more vigour and gravity. Steps undertaken during the year to conserve energy include:

1. Conducted energy audits at different locations for optimizations of power cost.

2. Post implementation of recommendations derived from the above said energy audit at 13 print locations, the Company has managed to achieve energy savings of 987172 KWH in the FY 2017-18, despite an increase in print activity.

3. Energy Cost Optimization through conversion from conventional to LED Light, arrested all air leakages and installed VFD on K35 press & air compressors at MP Printer, Noida.

(II) Steps taken by the Company for utilising alternate sources of energy:

1. Implemented a Solar PV plant installation at one of its premium locations, which is likely to be operational soon.

2. GMG Ink Optimization Application installed - PAN India

3. Migration from LPG to PNG for Fuel cost optimization at MP Printer, Noida

(III) Capital investment on energy conservation equipments:

During the year, the Company has invested ₹ 1.011 million on procurement and installation of branded LED Lights across the Company's various locations.

B. TECHNOLOGY ABSORPTION

Efforts made towards technology absorption and Benefits derived like product improvement, cost reduction, product development or import substitution:

1. Conservation of water and energy.

2. No disposal of polluting effluents to mother earth.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):

Nil / Not Applicable

Expenditure on R & D:

Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company earned Foreign Exchange of ₹ 380 million (Previous Year ₹ 391 million). The financial expenses in foreign exchange during the year was ₹ 13.5 million (Previous Year ₹ 15.7 million) and on account of advertisement, travelling, maintenance and other expenses was ₹ 37 million (Previous Year ₹ 115 million).

DEMAT SUSPENSE ACCOUNT

During the year under review, the Company has transferred to the IEPF Suspense Account a total of 2,868 shares on which no dividend had been claimed for seven (7) consecutive years. Out of these 2,868 shares, 217 shares of 5 shareholders that were lying in Demat Suspense Account of the Company as on 31st March, 2017 since the Initial Public Offer of the Company in January, 2010 were also transferred to the IEPF Suspense Account as mandated under IEPF rules.

Shareholders are requested to note that even after the transfer to IEPF as abovesaid, the unclaimed dividend amount and the shares transferred to IEPF Suspense Account, both, can be claimed by making an online application in Form IEPF-5 and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its registered office or to the RTA.

The IEPF Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the rules"), all the unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years.

Further, according to the said Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Accordingly, the Company has transferred such shares to IEPF Authority. The Company will continue to transfer such unclaimed dividend and corresponding shares to IEPF Authority as mandated in future the details of which will be provided on its website viz. www.bhaskarnet.com.

GENERAL

Your Directors state that no disclosure is required in respect of the following matters as there were no transactions in relation thereto, during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.

2. Issue of sweat equity shares.

3. Non-exercise of voting rights directly by the employees in respect of shares purchased under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact on the going concern status of the Company and its future operations.

POLICY REGARDING PREVENTION OF SEXUAL HARRASSMENT AT WORK PLACE

The Company has constituted an Internal Complaints Committee (ICC) which looks into complaints of sexual harassment. The victim or a person on victim's behalf may lodge a formal complaint by writing a mail to icc@dbcorp.in / dbcorp@intouch-india.com or by calling on the hotline number 18001032931.

During the year only one complaint was received by the Company on 20 March, 2018 which was attended to and closed on priority in April, 2018.

No. of complaints received during the year: 1

No. of complaints disposed off: Nil

No. of complaints pending at the end of the year: 1 (which was disposed off in April, 2018)

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

People Connect:

Your Company fosters a culture of employee and their family wellbeing by offering various types of policies and employee benefits. Policy on Hiring of Relatives of Employees, Re-hire policy, Salary Advance Policy, Ramesh Chandra Agarwal Scholarship, Saubhagyawati Bhav (Marriage assistance for employee's daughter), Shubh Laxami (good gesture on birth of baby girl), Sparsh (good gesture on birth of baby boy), Employee Group Mediclaim Insurance, Group Personal Accident Policy, Mediclaim for Parents & Parents-in-law, Aapaat Nidhi are some of them.

Highlights of some of these policies are given below:

- **Ramesh Chandra Agarwal Scholarship** is for the children of employees drawing salary upto ₹ 30000 per month and have worked in the organisation for two years and more. This is bestowed as a onetime scholarship of ₹ 1 lakh for the meritorious girl child of the employees who scores more than 90% marks in class 12th exam and as a onetime scholarship of ₹ 30,000 for the meritorious children of the employees who score more than 86% marks in class 12th exam.

- **Sukanya Samridhi account** for the children of employees drawing salary upto ₹ 30,000 per month and have worked in the organisation for five years and more : Company helps in opening Sukanya Samriddhi account (as per Government scheme by this name) by giving ₹ 31,000 on the birth of girl child of the employees.

- **Aapaat Nidhi :** An exigency fund is maintained to support the employees and their families in any medical exigency and death of an employee.

With emphasise on people care, the company's motto "DB Cares" is proved when the company offers some unique benefits for its employees and their families in the form of the above-mentioned policies. The management believes that family's happiness leads to more productive and engaged employee.

Employee Empowerment:

The Company has conceptualised and implemented various human resource policies towards betterment of its over 11,000 employees. These include Talent Attraction and acquisition policy, Centralised Induction & On-boarding policy, Performance Management System, Career & Succession Planning, Potential to Growth (P2G) policy amongst others.

The Company provides a culture of freedom for the employees where an employee is able to speak his / her mind for the organizational improvements. The Leaders conduct "Let's Chat" meetings to provide a platform to the team where they can share their concern and get solutions.

Year 2017-18 witnessed our journey from PeopleSoft to SuccessFactors as HRIS tool. The system is an automated interface helping the employees as well as the Managers for their attendance, salary, performance appraisal, productivity, dashboard etc.

The Company places a strong emphasis on the work ethics in order to foster a healthy corporate culture in the Company. It has always believed in adhering to the best governance practices to ensure protection of its stakeholders' interests in tandem with healthy growth of the Company. With this belief, the Company has adopted a Code of Conduct which extends to all its Board Members and Senior Management personnel. Additionally, the Company has framed a policy which deals with Code of Conduct by all the employees across the levels, including its subsidiaries. The Code intends to forbid any activity / association / relationship by Directors / employees which is detrimental to the Company's interest.

The corporate governance framework is further supported by a Whistle Blower Policy which serves as a mechanism for its directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal. The complainant can blow the whistle by calling on hotline number 18001032931 or sending a mail to dbcorp@intouch-india.com.

Company has also formed an Ethics Committee to work towards identifying quick and consistent actions and timely closure of complaints received and investigated by vigilance department.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their thankfulness and profound gratitude to the Shareholders, Banks, Financial Institutions, Clienteles, Vendors, Central / State Governments and other governing authorities; for their support, continued backing, co-operation and guidance.

For and on behalf of the Board of Directors of

D. B. Corp Limited

Sudhir Agarwal	**Pawan Agarwal**
Managing Director	Dy. Managing Director
DIN: 00051407	DIN: 00465092

Place: Mumbai

Date: 19th July, 2018

Encl.: Annexure A to E

Annexure A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Clause (o) of Sub-section (3) of Section 134 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. BRIEF OUTLINE OF THE COMPANY'S CSR POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN AND A REFERENCE TO THE WEB-LINK TO THE CSR POLICY AND PROJECTS OR PROGRAMS.

   Corporate Social Responsibility has always been taken very seriously by D. B. Corp Ltd. The Company wishes to make it a mass social movement and with this purpose in mind, the Company's management has tweaked its strategy on CSR and now, it mostly adheres to advocacy model.

   During the FY 2017-18, the Company has continued with its regular CSR initiatives namely Tilak Holi, Mitti Ke Ganesh, Sarthak Deepavali, Ek Ped Ek Zindagi, Jal Satyagrah, Daan Campaign, Save Birds and Live Positive Campaign. The idea is to concentrate its efforts on utilizing the Company's extensive reach to put across its CSR messages to as many people as possible, by way of advertisements and write-up.

   The Company's CSR initiatives are meant to inform, educate, and engage the readers to care from nature, environment and deprived sections. While such initiatives may not show immediate results, but in the long run have great potential to sensitize people and make them more humane.

   The Company's detailed Policy on CSR can be accessed at:
   http://investor.bhaskarnet.com/files/CSR%20Policy.pdf

2. COMPOSITION OF THE CSR COMMITTEE:

   The CSR Committee consists of the following Directors:

NAMES OF DIRECTORS	CHAIRMAN / MEMBER	CATEGORY
Mr. Ashwani Kumar Singhal	Chairman	Non-Executive, Independent Director
Mr. Naveen Kumar Kshatriya *	Member	Non-Executive, Independent Director
Ms. Anupriya Acharya	Member	Non-Executive, Independent Director
Mr. Sudhir Agarwal	Member	Executive Director
Mr. Pawan Agarwal	Member	Executive Director

   * Mr. Naveen Kumar Kshatriya has resigned from the Board and consecutively from the CSR Committee w.e.f. September 30, 2017.

3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS:

   ₹ 5,037.20 Million

4. PRESCRIBED CSR EXPENDITURE (TWO PER CENT OF THE AMOUNT AS IN ITEM 3 ABOVE):

   ₹ 100.74 Million

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR:

   (a) Total amount to be spent for the financial year: ₹ 100.74 Million

   (b) Amount unspent, if any: ₹ 55.68 Million

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

(Amount in ₹)

Sr. no.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the State and district where projects or programs were undertaken	Amount Outlay (budget) project or programs wise	Amount spent on the projects or programs SUB-HEADS: 1)Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency*
1	Annadan Activity	Eradicating hunger, poverty and malnutrition	MP, CG, Gujarat, Jharkhand, Chandigarh, Haryana, Punjab, Himachal, Maharashtra, Rajasthan, Delhi and NCR	4,480	4,480	18,22,325	Direct
2	Mission Shiksha	Promoting education	As per Activity 1	1,34,36,199	1,34,36,199	6,07,03,462	Direct
3	Funeral Facilities at Muktidham	Ensuring environmental sustainability and protection of flora and fauna	Madhya Pradesh, Bhopal District.	57,600	57,600	21,92,369	Direct
4	Plantation	Protection of flora and fauna	As per Activity 1	10,47,939	10,47,939	31,13,248	Direct
5	Professional Fee for CSR Consultant	Expenses on CSR capability building.	Madhya Pradesh, Bhopal District.	-	-	4,72,133	Direct
6	Jal Satyagrah	Ensuring Environmental Sustainability	Madhya Pradesh, Bhopal District.	-	-	15,13,910	Direct
7	Save Bird Campaign	Animal Welfare	As per Activity 1	52,182	52,182	18,00,816	Direct
8	Senior Citizen Day Care Center	Old age homes, day care centers and such other facilities for senior citizens.	Madhya Pradesh, Bhopal District.	7,500	7,500	3,99,103	Direct
9	J&K Flood Victim	Eradicating hunger, poverty and malnutrition	As per Activity 1 and Jammu & Kashmir	-	-	7,93,809	Direct
10	Vastra Dan Event	Eradicating hunger, poverty and malnutrition	As per Activity 1	-	-	3,09,283	Direct
11	Health Care Activity	Promoting preventive health care	As per Activity 1	25,230	25,230	3,82,890	Direct
12	Power of No (Empowering Women)	Empowering Woman	As per Activity 1	-	-	1,52,71,140	Direct
13	ZiddKaro- Girl Child Education	Promoting Education	As per Activity 1	-	-	6,03,55,425	Direct
14	Under privileged Girl Child Education	Promoting Education	Madhya Pradesh, Bhopal District.	-	-	42,00,000	Direct
15	Salaries and Expenses for CSR Team	Employee Cost	As per Activity 1	16,33,620	16,33,620	70,95,646	Direct
16	Army Welfare fund	Measures for the benefit of armed forces veterans, war widows and their dependents	Madhya Pradesh, Bhopal District.	5,00,000	5,00,000	16,00,000	Direct
17	Goushala Sanrakshan	Animal Welfare	Madhya Pradesh, Bhopal District.	11,00,000	11,00,000	21,00,000	Direct
18	Mitti Ke Ganesh	Ensuring Environmental Sustainability	As per Activity 1	10,70,659	10,70,659	10,94,229	Direct
19	Vanvihar Environmental Sustainability	Ensuring Environmental Sustainability	Madhya Pradesh, Bhopal District.	-	-	3,97,239	Direct
20	Rural Development Program	Rural Development Projects	Madhya Pradesh, Bhopal District.	1,56,00,000	1,56,00,000	2,56,00,000	Through implementing agency* [Dwarka Prasad Agarwal Charitable Trust, Bhopal]
21	Protection of National heritage	Protection of National heritage	Jaipur, Rajasthan	73,60,570	73,60,570	73,60,570	Direct
22	Vocational Skills Development	Promoting Education	As per Activity 1	28,86,736	28,86,736	28,86,736	Direct
23	Swachh Bharat Campaign	Ensuring Environmental Sustainability	As per Activity 1	2,82,270	2,82,270	2,82,270	Direct
				4,50,64,983	**4,50,64,983**	**20,17,46,601**	

6. RESPONSIBILITY STATEMENT:

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

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Deputy Managing Director
DIN: 00465092

Ashwani Kumar Singhal
Chairman – CSR Committee
DIN: 01973769

Place: Mumbai
Date: 19th July, 2018

Annexure B

DIVIDEND DISTRIBUTION POLICY

1. Purpose, Objective and Scope

The Securities and Exchange Board of India ("SEBI") vide its Notification dated July 08, 2016 has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by inserting new Regulation 43A which mandates D. B. Corp Ltd. (the "Company") to formulate a "Dividend Distribution Policy" (the "Policy") which shall be disclosed in its Annual Report and on its website.

The "Dividend Distribution Policy" lays down a broad framework for considering decisions by the Board of the Company with regard to distribution of dividend to its shareholders and/ or retaining or plough back of its profits.

The policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for growth of the Company. The Company shall pursue this policy to pay, subject to the circumstances and factors enlisted hereon, progressive dividend, which shall be consistent with the performance of the Company over the years.

The Policy shall not apply to:

- Determination and declaring dividend on preference shares (if and when the Company has) as the same will be as per the terms of issue approved by the shareholders;

- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law.

2. General Policy as regards dividend

Since the time of listing of its IPO, the Company has consistently paid dividend.

The Company would endeavour to maintain this trend in future subject to various factors as discussed in this policy. Declaration of Interim and / or Final dividend would be entirely at the discretion of the Board of Directors of the Company.

The general considerations by the Board for taking decisions with regard to dividend payout or retention of profits shall be as follows:

a. Subject to the considerations as provided in the policy, the Board shall determine the dividend payout in a particular year after taking into consideration the operating and financial performance of the Company, the advice of executive management including the CFO and other relevant factors.

b. The Board may also, where appropriate, aim at distributing dividends in kind, subject to applicable law, in the form of fully or partly paid shares or other securities.

3. Definitions

3.1 **"Act"** means the Companies Act, 2013 and the rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactments thereof.

3.2 **Board of Directors"** or **"Board"**, in relation to a Company, means the collective body of the Directors of the Company and as amended from time to time.

3.3 **"Company"** means D. B. Corp Limited.

3.4 **"Policy"** means policy on dividend distribution.

3.5 **"Dividend"** shall be as defined under Section 2(35) of the Companies Act, 2013 and the Rules made there under.

4. Considerations relevant for decision of dividend payout

The Board shall consider the following, while taking decision as regards dividend payout:

a. Statutory requirements

The Company shall comply with the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve etc. as provided in the Companies Act, 2013, as may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.

b. Agreements with lending institutions/ Debenture Trustees

The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements, if any, as may be entered into with the lenders of the Company / Debenture Trustees, as the case may be.

c. **Prudential requirements**
The Company shall analyse the prospective projects and strategic decisions in order to decide:

i. to build a healthy reserve of retained earnings;

ii. to augment long term strength;

iii. to build a pool of internally generated funds to provide long-term resources as well as resource-raising potential for the Company; and

iv. the need for capital conservation and appreciation.

d. **Proposals for major capital expenditures, etc.**
In addition to plough back of earnings on account of depreciation, the Board may also take into consideration the need for replacement of capital assets, expansion and modernization or augmentation of capital stock, including any major capital expenditure proposals.

e. **Expectations of major stakeholders, including small shareholders**
The Board, while considering the decision of dividend pay-out or retention of a certain amount or entire profits of the Company, shall, as far as possible, consider the expectations of the major stakeholders including the small shareholders of the Company who generally expects a regular dividend payout.

f. **Extent of realized profits as a part of the IND AS profits of the Company**
The extent of realized profits out of its profits calculated as per IND AS, affects the Board's decision of determination of dividend for a particular year. The Board is required to consider such factors before taking any dividend or retention decision.

5. Other Financial Parameters

In addition to the aforesaid parameters of statutory requirements and proposed major capital expenditures, the decision of dividend payout or retention of profits shall also be based on the following:

i. **Operating cash flow of the Company**
If the Company cannot generate adequate operating cash flow, it may need to rely on outside funding to meet its financial obligations and sometimes to run the day-to-day operations. The Board will consider the same before its decision whether to declare dividend or retain its profits.

ii. **Net sales of the Company**
To increase its sales in the long run, the Company will need to increase its marketing and selling expenses, advertising etc. The budgeted expenses on these heads will influence the decision of declaration of dividend.

iii. **Return on invested capital**
The efficiency with which the Company uses its capital will impact the decision of dividend declaration.

iv. **Cost of borrowings**
The Board will analyze the requirement of necessary funds considering the long term or short term projects proposed to be undertaken by the Company and the viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or plough back its own funds.

v. **Obligations to creditors**
The Company should be able to repay its debt obligations without much difficulty over a reasonable period of time. Considering the volume of such obligations and time period of repayment, the decision of dividend declaration shall be taken.

vi. **Inadequacy of profits**
If during any financial year, the Board determines that the profits of the Company are inadequate, the Board may decide not to declare dividends for that financial year.

vii. **Post dividend EPS**
The post dividend EPS can have strong impact on the funds of the Company, thus, impacting the overall operations on day-to-day basis and therefore, affects the profits and can impact the decision for dividend declaration during a particular year.

6. Factors that may affect Dividend Payout

The Board of Directors will endeavor to take a decision with an objective to enhance shareholder's wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

However, the following factors may be taken into consideration by the board while taking the decision about dividend payout:

External Factors such as:

- taxation and other regulatory concern:
  - Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.

- Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

- **product/ market expansion plans:**
  The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders expectation for the long run which shall have to be considered by the Board before taking dividend decision.

- **macroeconomic conditions prevailing in the country:**
  Considering the state of economy in the Country, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

Internal Factors such as:

- Past performance/ reputation of the Company
- Working capital management in the Company
- Age of the Company and its product/market
- Consolidated net operating profit after tax;
- Resources required to fund acquisitions and / or new businesses
- Outstanding borrowings;
- Additional investments in subsidiaries/associates of the Company;
- Any other factor as deemed fit by the Board.

7. Circumstances under which Dividend Payout may or may not be expected

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in the business. The Board of Directors shall endeavour to take a decision after considering all the factors mentioned above before determination of any dividend payout. The shareholders of the Company may not expect Dividend under the following circumstances:

- Whenever it undertakes or proposes to undertake a expansion project requiring higher allocation of capital;
- Higher working capital requirements adversely impacting free cash flow;
- To infuse funds for the growth of the company
- Whenever it undertakes any acquisitions or joint ventures requiring allocation of capital;
- Whenever it proposes to utilise surplus cash for buy-back of securities; or
- In the event of inadequacy of profits or whenever the Company has incurred losses
- Any other circumstances as deemed fit by the Board

8. Manner of Dividend Payout

Final dividend:

- The Board, usually in the Board meeting that considers and approves the annual financial statements, recommends the dividend, if any, subject to further approval of the same by the members of the Company at the Annual General Meeting.
- The payment of dividend shall be made within 30 days from the date of its declaration at Annual General Meeting to the shareholders entitled to receive the same on the record date/book closure period as per the applicable law.

Interim dividend:

- Interim dividend, if any, shall be declared by the Board.
- The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable laws.

9. Manner of utilization of retained earnings

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The retained earnings may be utilized for:

- Market expansion plan;
- Product expansion plan;
- Increase in production capacity;
- Modernization plan;
- Diversification of business;
- Long term strategic plans;

- Replacement of capital assets;
- Where the cost of debt is expensive;
- Other such criteria as the Board may deem fit from time to time.

10. Parameters that shall be adopted with regard to various classes of shares

- **Dividend on Equity Shares:**
  Equity Shareholders shall be entitled for the dividend, interim or final, as the case may be, if declared by the Board of Directors or the shareholders of the Company. Equity dividend shall stand second in priority after payment of dividend to the Preference Shareholders.

- **Dividend on Preference Shares:**
  Preference Shareholders shall receive dividend at the fixed rate as per the terms of allotment and shall stand in priority to equity shareholders for payment of dividend.

- As at present the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

11. Amendments to this policy

This Policy would be subject to revision/amendment by the Board of Directors on its own or else in accordance with the Regulations on the subject as may be issued by the relevant statutory authorities from time to time.

Any revision/amendment to this Policy as a result of such regulatory changes shall be carried out with the approval of the Managing Director / Dy. Managing Director of the Company and it shall be placed at the next meeting of the Board of Directors for its information and ratification.

12. Review of Policy

This Policy shall be reviewed by the Board as and when required.

13. Effective Date

20th October, 2016

14. Date of the meeting of the Board of Directors which ratified / approved this version

The Board of Directors of the Company has adopted this Dividend Distribution Policy as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on 20th October, 2016.

Annexure C

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

(as on the financial year ended on 31.03.2018)

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L22210GJ1995PLC047208
ii.	Registration Date	27-10-1995
iii.	Name of the Company	D. B. Corp Limited
iv.	Category / Sub-Category of the Company	Company having Share Capital / Non-Govt Company
v.	Address of the Registered office and contact details	Plot no. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat. Tel: +91-22-3988 8840 Email: dbcs@dbcorp.in
vi.	Whether listed Company	Yes Listed on BSE Ltd. and The National Stock Exchange of India Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Ph : 040-67162222 Fax : 040- 23001153 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Sale of newspapers and magazines	58131	22.10%
2.	Advertisement revenue	58131	75.85%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	DB Infomedia Pvt. Ltd. Office Block 1A, 5th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone – I, Bhopal – 462016, Madhya Pradesh.	U74300MP2015PTC033850	Subsidiary	100%	2(87)
2.	I Media Corp Limited 6, Press Complex, MP Nagar, Zone I, Bhopal 462011.	U64202MP2006PLC018676	Step-down Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

CATEGORY OF SHAREHOLDERS	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a. Individual /HUF	27764198	0	27764198	15.10%	27764198	0	27764198	15.09%	-0.01%
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.(s)	0	0	0	0	0	0	0	0	0
d. Bodies Corporate	100725539	0	100725539	54.77%	100725539	0	100725539	54.73%	-0.04%
e. Banks / FIs	0	0	0	0	0	0	0	0	0
f. Any Other	0	0	0	0	0	0	0	0	0
Sub-Total A(1) :	**128489737**	**0**	**128489737**	**69.87%**	**128489737**	**0**	**128489737**	**69.82%**	**-0.05%**
(2) FOREIGN									
a. NRIs - Individuals	0	0	0	0	0	0	0	0	0
b. Others – Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	0	0	0	0	0	0	0	0	0
d. Banks / FIs	0	0	0	0	0	0	0	0	0
e. Any Other	0	0	0	0	0	0	0	0	0
Sub-Total A(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total Shareholding of Promoters A=A(1)+A(2)	**128489737**	**0**	**128489737**	**69.87%**	**128489737**	**0**	**128489737**	**69.82%**	**-0.05%**
B. PUBLIC SHAREHOLDING									
1. INSTITUTIONS									
a. Mutual Funds	11653078	0	11653078	6.34%	6528592	0	6528592	3.55%	-2.79%
b. Banks / FIs	17016	0	17016	0.01%	3522	0	3522	0.00%	-0.01%
c. Central Govt.	0	0	0	0.00	0	0	0	0.00	0
d. State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
f. Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g. FIIs / FPIs	33781006	0	33781006	18.37%	32287961	0	32287961	17.55%	-0.82%
h. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i. Others	0	0	0	0	0	0	0	0	0
Sub-Total B(1) :	**45451100**	**0**	**45451100**	**24.72%**	**38820075**	**0**	**38820075**	**21.09%**	**-3.63%**
2. NON-INSTITUTIONS									
a. Bodies Corporate									
i. Indian	6207616	0	6207616	3.38%	11512826	0	11512826	6.26%	+2.88%
ii. Overseas	0	1404	1404	0.00	0	0	0	0.00	0
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹1 lakh	2905188	320	2905508	1.58%	4348640	320	4348960	2.36%	+0.78%
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	458122	0	458122	0.25%	555715	0	555715	0.30%	+0.05%
c. Others (specify)									
i. Non Resident Indians	56140	435	56575	0.03%	118386	0	118386	0.06%	+0.03%
ii. Clearing Members	201295	0	201295	0.11%	20149	0	20149	0.01%	-0.1%
iii. Trusts	7242	0	7242	0.00	0	0	0	0.00	0
iv. Non Resident Indians - Non Repatriable	50802	0	50802	0.03%	43197	0	43197	0.02%	-0.01%
v. NBFCs Registered with RBI	100	0	100	0.00	275	0	275	0.00	0
vi. Alternative Investment Fund	65757	0	65757	0.04%	115757	0	115757	0.06%	+0.02%
vii. IEPF	0	0	0	0	2868	0	2868	0.00	0
Sub-Total B(2) :	**9952262**	**2159**	**9954421**	**5.41%**	**16717813**	**320**	**16718133**	**9.08%**	**+3.67%**
Total Public Shareholding B=B(1)+B(2) :	**55403362**	**2159**	**55405521**	**30.13%**	**55537888**	**320**	**55538208**	**30.18%**	**0.05%**
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C) :	**183893099**	**2159**	**183895258**	**100.00%**	**184027625**	**320**	**184027945**	**100.00%**	**+0.07%**

*The change in % of shareholding during the year is an effect of the following reasons:

1. Increase in the paid-up share capital of the Company due to ESOP allotments; and

2. Change in the number of shares held by each respective shareholder.

ii. Shareholding of the Promoters *

SR. NO.	SHAREHOLDER'S NAME	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pawan Agarwal	82,69,321	4.50%	3.16%	82,69,321	4.49%	0.59%	-0.01%
2	Sudhir Agarwal	82,69,321	4.50%	4.40%	82,69,321	4.49%	3.82%	-0.01%
3	Girish Agarwal	82,69,321	4.50%	3.89%	82,69,321	4.49%	0.91%	-0.01%
4	DB Consolidated Pvt. Ltd. (earlier known as Peacock Trading and Investment Pvt. Ltd.)	8,97,91,549	48.83%	12.73%	8,97,91,549	48.79%	26.19%	-0.04%
5	Namita Agarwal	9,18,813	0.50%	0.00%	9,18,813	0.50%	0.00%	NA
6	Jyoti Agarwal	9,18,813	0.50%	0.00%	9,18,813	0.50%	0.00%	NA
7	Nitika Agarwal	9,18,813	0.50%	0.00%	9,18,813	0.50%	0.00%	NA
8	Bhaskar Publications And Allied Industries Pvt. Ltd.	30,17,800	1.64%	0.00%	30,17,800	1.64%	0.00%	NA
9	Stitex Global Ltd.	79,16,190	4.30%	0.38%	79,16,190	4.30%	0.38%	NA
10	(Late) Ramesh Chandra Agarwal	1,00,001	0.05%	0.00%	1,00,001	0.05%	0.00%	NA
11	Kasturi Devi Agarwal	99,795	0.05%	0.00%	99,795	0.05%	0.00%	NA
	Total	**12,84,89,737**	**69.87%**	**24.56%**	**12,84,89,737**	**69.80%**	**31.89%**	**-0.07%**

* The change reflected at point 1, 2, 3, 4 and at the total above is a result of increase in paid - up share capital of the Company due to ESOP allotments.

iii. Change in Promoters' Shareholding

SR. NO.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase (+) / Decrease (-) in Promoters' Shareholding during the year.		N.A.		
	At the end of the year				

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SR. NO.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Nalanda India Equity Fund Limited**				
	At the beginning of the year	1,49,93,302	8.16%	1,49,93,302	8.16%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	10.11.2017	11,44,000	0.62%	1,61,37,302	8.77%
	17.11.2017	3,34,000	0.18%	1,64,71,302	8.95%
	24.11.2017	4,60,000	0.25%	1,69,31,302	9.20%
	01.12.2017	4,54,000	0.25%	1,73,85,302	9.44%
	At the end of the year	1,73,85,302	9.44%	1,73,85,302	9.44%
2.	**ICICI Prudential Life Insurance Company Ltd.**				
	At the beginning of the year	24,31,622	1.32%	24,31,622	1.32%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	07.04.2017	41	0.00%	24,31,663	1.32%
	14.04.2017	97	0.00%	24,31,760	1.32%
	21.04.2017	62	0.00%	24,31,822	1.32%
	28.04.2017	34	0.00%	24,31,856	1.32%
	12.05.2017	3323793	1.81%	57,55,649	3.13%
	19.05.2017	100	0.00%	57,55,749	3.13%
	26.05.2017	126772	0.07%	58,82,521	3.20%
	02.06.2017	242	0.00%	58,82,763	3.20%
	09.06.2017	-471	0.00%	58,82,292	3.20%

SR. NO.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	16.06.2017	221	0.00%	58,82,513	3.20%
	23.06.2017	-332248	0.18%	55,50,265	3.02%
	30.06.2017	-3487	0.00%	55,46,778	3.02%
	07.07.2017	4722	0.00%	55,51,500	3.02%
	14.07.2017	-129144	0.07%	54,22,356	2.95%
	21.07.2017	-71691	0.04%	53,50,665	2.91%
	28.07.2017	804	0.00%	53,51,469	2.91%
	04.08.2017	10010	0.00%	53,61,479	2.91%
	11.08.2017	2254	0.00%	53,63,733	2.92%
	18.08.2018	3857	0.00%	53,67,590	2.92%
	25.08.2017	3973	0.00%	53,71,563	2.92%
	01.09.2017	-239318	0.13%	51,32,245	2.79%
	08.09.2017	10068	0.00%	51,42,313	2.80%
	15.09.2017	10497	0.00%	51,52,810	2.80%
	22.09.2017	5569	0.00%	51,58,379	2.80%
	29.09.2017	5172	0.00%	51,63,551	2.81%
	06.10.2017	-36538	0.02%	51,27,013	2.79%
	13.10.2017	-132821	0.07%	49,94,192	2.71%
	20.10.2017	139360	0.08%	51,33,552	2.79%
	27.10.2017	1371	0.00%	51,34,923	2.79%
	31.10.2017	1650	0.00%	51,36,573	2.79%
	03.11.2017	1216	0.00%	51,37,789	2.79%
	10.11.2017	2217	0.00%	51,40,006	2.79%
	17.11.2017	2048	0.00%	51,42,054	2.79%
	24.11.2017	1238	0.00%	51,43,292	2.80%
	01.12.2017	518	0.00%	51,43,810	2.80%
	08.12.2017	-7622	0.00%	51,36,188	2.79%
	15.12.2017	2381	0.00%	51,38,569	2.79%
	22.12.2017	6686	0.00%	51,45,255	2.80%
	29.12.2017	1219	0.00%	51,46,474	2.80%
	05.01.2018	1765	0.00%	51,48,239	2.80%
	12.01.2018	807	0.00%	51,49,046	2.80%
	19.01.2018	238844	0.13%	53,87,890	2.93%
	26.01.2018	1318	0.00%	53,89,208	2.93%
	23.02.2018	-29	0.00%	53,89,179	2.93%
	02.03.2018	-3363	0.00%	53,85,816	2.93%
	09.03.2018	-1606	0.00%	53,84,210	2.93%
	23.03.2018	-461	0.00%	53,83,749	2.93%
	At the end of the year	53,83,749	2.93%	53,83,749	2.93%
3.	**Government of Singapore**				
	At the beginning of the year	25,70,149	1.40%	25,70,149	1.40%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year	NIL			
	At the end of the year	25,70,149	1.40%	25,70,149	1.40%
4.	**Azim Premji Trust**				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	23.02.2018	2497483	1.36%	2497483	1.36%
	02.03.2018	71000	0.04%	25,68,483	1.40%
	At the end of the year	25,68,483	1.40%	25,68,483	1.40%
5.	**FIL Investments (Mauritius) Ltd**				
	At the beginning of the year	22,51,881	1.22%	22,51,881	1.22%

SR. NO.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Date wise Increase (+) / Decrease (-) in Shareholding during the year	NIL			
	At the end of the year	22,51,881	1.22%	22,51,881	1.22%
6.	**Ocean Dial Gateway To India Mauritius Limited**				
	At the beginning of the year	11,00,000	0.60%	11,00,000	0.60%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	26.05.2017	778	0.00%	11,00,778	0.60%
	14.07.2017	499222	0.27%	16,00,000	0.87%
	11.08.2017	110200	0.06%	17,10,200	0.93%
	18.08.2017	1578	0.00%	17,11,778	0.93%
	25.08.2017	90631	0.05%	18,02,409	0.98%
	01.09.2017	102591	0.06%	19,05,000	1.04%
	29.09.2017	4473	0.00%	19,09,473	1.04%
	20.10.2017	769	0.00%	19,10,242	1.04%
	27.10.2017	89758	0.05%	20,00,000	1.09%
	At the end of the year	20,00,000	1.09%	20,00,000	1.09%
7.	**Mousseganesh Limited**				
	At the beginning of the year	16,00,270	0.87%	16,00,270	0.87%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year	NIL			
	At the end of the year	16,00,270	0.87%	16,00,270	0.87%
8.	**Somerset Emerging Markets Small Cap Fund LLC**				
	At the beginning of the year	9,59,637	0.52%	9,59,637	0.52%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	07.04.2017	22875	0.01%	9,82,512	0.53%
	14.04.2017	1957	0.00%	9,84,469	0.54%
	21.04.2017	23073	0.01%	10,07,542	0.55%
	28.04.2017	9925	0.00%	10,17,467	0.55%
	09.02.2018	554720	0.30%	15,72,187	0.85%
	At the end of the year	15,72,187	0.85%	15,72,187	0.85%
9.	**ICICI Prudential Dynamic Plan**				
	At the beginning of the year	8,30,976	0.45%	8,30,976	0.45%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	21.07.2017	47397	0.03%	8,78,373	0.48%
	28.07.2017	2961	0.02%	8,81,334	0.48%
	11.08.2017	62370	0.34%	9,43,704	0.51%
	25.08.2017	156296	0.85%	11,00,000	0.60%
	22.09.2017	35712	0.02%	11,35,712	0.62%
	29.09.2017	18171	0.00%	11,53,883	0.63%
	12.01.2018	2685	0.00%	11,56,568	0.63%
	19.01.2018	47770	0.03%	12,04,338	0.65%
	26.01.2018	295662	0.16%	15,00,000	0.82%
	At the end of the year	15,00,000	0.82%	15,00,000	0.82%
10.	**HDFC Standard Life Insurance Company Limited**				
	At the beginning of the year	14,22,420	0.77%	14,22,420	0.77%
	Date wise Increase (+) / Decrease (-) in Shareholding during the year				
	07.04.2017	-20775	0.01%	14,01,645	0.76%
	19.05.2017	-5721	0.00%	13,95,924	0.76%

SR. NO.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	26.05.2017	-22659	0.01%	13,73,265	0.75%
	02.06.2017	-135	0.00%	13,73,130	0.75%
	09.06.2017	-7115	0.00/	13,66,015	0.74%
	16.06.2017	-42405	0.02%	13,23,610	0.72%
	23.06.2017	-19215	0.01%	13,04,395	0.71%
	14.07.2017	-64	0.00%	13,04,331	0.71%
	30.09.2017	-32	0.00%	13,04,299	0.71%
	20.10.2017	-238	0.00%	13,04,061	0.71%
	08.12.2017	-208	0.00%	13,03,853	0.71%
	At the end of the year	13,03,853	0.71%	13,03,853	0.71%

v. Shareholding of Directors and Key Managerial Personnel *

SR. NO.	NAMES OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	**Mr. Pradyumna Mishra – Group CFO**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase [+] (ESOP allotment) / Decrease [-] (Market sale) in Shareholding during the year				
	12.09.2017	+3000	+0.00%	3000	+0.00%
	28.09.2017	-1100	-0.00%	1900	-0.00%
	03.11.2017	-400	-0.00%	1500	-0.00%
	06.11.2017	-300	-0.00%	1200	-0.00%
	07.11.2017	-200	-0.00%	1000	-0.00%
	13.11.2017	-500	-0.00%	500	-0.00%
	27.02.2018	-500	-0.00%	NIL	-0.00%
	At the end of the year	Nil	Nil	Nil	Nil

*Other than those mentioned above, none of the other Directors or Key Managerial Personnel holds any shares in the Company.

V. INDEBTEDNESS

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

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal amount	54,99,08,787	27,35,09,402	-	82,34,18,189
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	15,54,181	7,76,458	-	23,30,639
Total (i+ii+iii)		**55,14,62,968**	**27,42,85,860**	**-**	**82,57,48,828**
Change in Indebtedness during the financial year					
•	Addition	-	-	-	-
•	Reduction	(24,95,05,586)	(12,56,43,618)	-	(37,51,49,204)
Net Change		**(24,95,05,586)**	**(12,56,43,618)**	**-**	**(37,51,49,204)**
Indebtedness at the end of the financial year					
i)	Principal amount	30,10,37,782	14,76,06,650	-	44,86,44,432
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	9,19,600	10,35,592	-	19,55,192
Total (i+ii+iii)		**30,19,57,382**	**14,86,42,242**	**-**	**45,05,99,624**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SR. NO.	PARTICULARS OF REMUNERATION	Name of MD/WTD/ Manager		Total Amount
		Mr. Sudhir Agarwal	Mr. Pawan Agarwal	
1.	Gross Salary			
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	90,00,000/-	60,00,000/-	1,50,00,000/-
	b. Value of perquisites under Section 17(2) of Income Tax Act, 1961	Nil	Nil	Nil
	c. Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Options	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- as a % of Profit			
	- others, specify			
5.	Others, please specify	Nil	Nil	Nil
	Total (A)	**90,00,000/-**	**60,00,000/-**	**1,50,00,000/-**
	Ceiling as per the Act	Refer Note below		

Note: In terms of the provisions of the Companies Act, 2013, the remuneration payable to Executive Directors shall not exceed 10% of the Net Profit of the Company. The remuneration paid to Executive Directors for the FY 2017-18 is well within the said ceiling limit.

B. Remuneration to other Directors

SR. NO.	PARTICULARS OF REMUNERATION	Names of Directors			Total Amount
		Mr. Piyush Pandey	Mr. Harish Bijoor	Mr. Ashwani Kumar Singhal	
1.	INDEPENDENT DIRECTORS				
	- Fee for attending Board / Committee Meetings	1,55,000/-	60,000/-	2,15,000/-	
	- Commission	N.A.	N.A.	N.A.	
	- Others, please specify	N.A.	N.A.	N.A.	
	Total (1)	**1,55,000/-**	**60,000/-**	**2,15,000/-**	**4,30,000/-**
		Ms. Anupriya Acharya	**Mr. Naveen Kumar Kshatriya (Till 30.09.2017)**		
	- Fee for attending Board / Committee Meetings	1,35,000/-	1,00,000/-		
	- Commission	N.A.	N.A.		
	- Others, please specify	N.A.	N.A.		
	Total (2)	**1,35,000/-**	**1,00,000/-**		**2,35,000/-**
2.	OTHER NON-EXECUTIVE DIRECTORS		Mr.Girish Agarwal		
	- Fee for attending Board / Committee Meetings		80,000/-		
	- Commission		N.A.		
	- Others, please specify		N.A.		
	Total (3)		**80,000/-**		**80,000/-**
	Total B = (1+2+3)				**7,45,000/-**
	Total Managerial Remuneration (A + B)				**1,57,45,000/-**
	Overall Ceiling as per the Act				Refer Note below

Note: In terms of the provisions of the Companies Act, 2013, the remuneration payable to Directors other than Executive Directors shall not exceed 1% of the Net Profit of the Company. The remuneration paid to Non-Executive Directors for the FY 2017-18 is well within the said ceiling limit.

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

SR. NO.	PARTICULARS OF REMUNERATION		Key Managerial Personnel		Total Amount
			Mr. Pradyumna Mishra – Group CFO	Ms. Anita Gokhale - Company Secretary	
1.	Gross Salary				
	a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,04,49,754	17,21,598	2,21,71,352
	b.	Value of perquisites under Section 17(2) of Income Tax Act, 1961	1,92,000	-	1,92,000
	c.	Profit in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2.	Stock Options		17,20,078	-	17,20,078
3.	Sweat Equity		-	-	-
4.	Commission		-	-	-
	-	as a % of Profit			
	-	others, please specify			
5.	Others, please specify		-	-	-
	Total		**2,23,61,832**	**17,21,598**	**2,40,83,430**

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Dy. Managing Director
DIN: 00465092

Place: Mumbai
Date: 19th July, 2018

Annexure D

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
D. B. Corp Limited
Plot No. 280, Sarkhej Gandhinagar Highway,
Nr. YMCA Club, Makarba, Ahmedabad - 380 051

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 **('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

(i) The Companies Act, 2013 **(the Act)** and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 **('SCRA')** and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowing. **(Foreign Direct Investment and Overseas Direct Investment is not Applicable to the Company during the audit period).**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act')** :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the audit period)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the audit period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the audit period)** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the audit period).**

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

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Listing agreements entered into by the Company with Stock exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except that there were few lapses of code of conduct under Insider Trading Regulations for which company is in process of taking appropriate actions.*

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

1. Delivery of Books and Newspapers (Public Libraries) Act, 1954 and Delivery of Books (Public Libraries) Rules, 1955 made there under.
2. The Indian Telegraph Act, 1885.
3. Working Journalists and Other Newspaper Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955 and Working Journalists (Conditions of Service) and Miscellaneous Provisions Rules, 1957 made there under.
4. The Press & Registration of Books Act, 1867 and The Registration of Newspapers (Central) Rules, 1956 made there under.

We further report that

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

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

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period the Company has allotted 1,32,687 Equity Shares having Face Value of 10/- each under Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

For **Makarand M. Joshi & Co.**

Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690

Place: Mumbai
Date: 18.07.2018

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

'ANNEXURE A'

To,
The Members,

D. B. Corp Limited
Plot No. 280, Sarkhej Gandhinagar Highway,
Nr. YMCA Club, Makarba, Ahmedabad - 380 051

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Makarand M. Joshi & Co.**

Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690

Place: Mumbai
Date: 18.07.2018

Annexure E

REMUNERATION DETAILS

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A] INFORMATION PURSUANT TO RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 :

SR. NO.	PARTICULARS	Director's Remuneration (in ₹)	Ratio to median remuneration of employees
1.	Mr. Sudhir Agarwal - Managing Director	90,00,000/-	39
2.	Mr. Pawan Agarwal - Dy. Managing Director	60,00,000/-	26

Median remuneration of employees for fiscal 2017-18 was ₹ 2,33,598 /-.

Apart from the above, none of the other Directors is paid remuneration in any form other than sitting fees.

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2017-18 :

SR. NO.	PARTICULARS	% Increase
1.	Mr. Sudhir Agarwal - Managing Director	0%
2.	Mr. Pawan Agarwal - Dy. Managing Director	0%
3.	Mr. P. G. Mishra - Group CFO	2%
4.	Ms. Anita Gokhale - Company Secretary	12%

3. Percentage increase in the median remuneration of employees in the financial year 2017-18 : 6%

4. The number of permanent employees on the rolls of the Company as on March 31, 2018: 10,296

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

   The average percentile increase in the salary of employees other than the managerial personnel was over 7.45% during the year 2017-18 while the average increase in the managerial remuneration was 0%.

6. The Remuneration paid to all Directors is as per the Remuneration Policy of the Company.

B] INFORMATION PURSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Top ten employees in terms of remuneration drawn during the year, including those employed throughout the year and in receipt of remuneration aggregating to not less than ₹ 1,02,00,000/- for the year ended 31st March, 2018.

(in ₹)

Sr. No.	Name	Age (in years)	Designation	Qualifications	Total Experience (in years)	Date of commencement of employment in the company	Remuneration (in ₹)	Previous employment
1	Harrish M Bhatia	55.9	President	DMM	34.5	08/10/2001	2,79,07,276	LG India
2	Pradyumna Gopal Krishna Mishra	58.2	Group CFO	LLB (H) & FCA	33.7	01/01/1994	2,23,61,832	Pradyumna Mishra & Co.
3	Rachna Kamra	60.5	Chief Human Resource Officer	PGDPMIR, PGDBA, M.A. & M. Phil	34.8	12/04/2010	1,71,63,452	FORTIS Hospital
4	Bharat Agarwal	53.5	Executive Director	MD, MBA, M. Phil	22.2	16/11/2000	1,46,63,130	Bhaskar Global
5	R D Bhatnagar	55.4	Chief Technology Officer	BE & MDP, DCA	36.2	13/11/1996	1,16,19,028	Bennet Coleman & Co.
6	Vinay Maheshwari	46.4	Senior Vice President	MBA	22.6	19/09/2009	1,12,80,102	HT Media Ltd.
7	Vijay Garg	51.0	CFO	FICWA	27.8	23/09/2007	1,12,40,778	Red FM
8	Amit Doshi	58.3	Chief Operating Officer	B.E., PGDBM	30.2	01/06/2015	1,10,95,743	Hitachi Home & life Solution Ltd.
9	Sanjay Kumar Sharma	51.7	Chief Operating Officer	BSc , MBA	26.4	01/06/2012	1,03,59,248	Bharti Airtel Ld.

Employed for part of the year and in receipt of remuneration aggregating to not less than ₹ 8,50,000/- per month.

(in ₹)

Sr. No.	Name	Age (in years)	Designation	Qualifications	Total Experience (in years)	Date of commencement of employment in the company	Remuneration (in ₹)	Previous employment
1	Sanjay Pradhan	52.0	RCOO	Post Graduate	23.5	15/11/2017	78,76,900	Chellarams Plc.
2	Bhaskar Das	65.0	Executive President	MBA, Phd	37.2	02/11/2017	46,86,160	Zee Media

Notes:

1. None of the employees is relative of the Directors of the Company.
2. The nature of employment is contractual.
3. None of the employees holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.
4. Remuneration includes salary, allowances and perquisites as per provisions of the Income Tax Act, 1961.

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Dy. Managing Director
DIN: 00465092

Place: Mumbai
Date: 19th July, 2018

Auditors' Certificate on ESOSs

To,
The Board of Directors
D. B. Corp Limited
Plot no. 280
Sarkhej Gandhi Nagar Highway
Near YMCA Club, Makarba
Ahmedabad, Gujarat – 380051

Dear Sir,

Re.: Compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

We have examined the relevant resolutions passed by the shareholders of D. B. Corp Limited ("the Company") having its Registered Office at Plot No: 280, Sarkhej-Gandhinagar Highway, Makarba, Ahmedabad-380051 (Gujarat) and based on the above and the other relevant information provided to us, we certify that various Employee Stock Option Schemes of D. B. Corp Limited viz. DBCL-ESOS 2010 (covering grant of 4,91,203 options out of 6,00,000 options approved by shareholders) and DBCL-ESOS 2011-Tranche 1 to Tranche 6 have been implemented in accordance with the aforesaid resolutions and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This certificate is issued at the request of the Company for placing before the shareholders of the Company at the forthcoming Annual General Meeting and shall not be used for any other purpose whatsoever without our written consent.

For **Gupta Mittal & Co**
Chartered Accountants
ICAI's Firm Registration No.: 009973C

Shilpa Gupta
Partner
Membership No.: 403763
Bhopal, 18th July 2018

Report on Corporate Governance

I. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

Corporate Governance is a system driven towards governing an entity whilst bringing about a transparent and fair environment set with robust business systems and processes, better accountability and independence. Good governance entails conforming to statutorily prescribed Corporate Governance practices while also striving to inculcate and adapt practices beyond the requirements of law. Corporate governance is about maximising stakeholder worth lawfully, morally and sustainably.

We at D. B. Corp Limited, ('DBCL' / the 'Company') believe that strong governance policy and healthy business practices are essential in order to retain investor faith and trust in the Company. Our philosophy of Corporate Governance is established upon a strong legacy of fair and ethical practices. We endeavour to ensure absolute integrity and transparency in our performance by conforming to the greatest moral and accountable standards of business.

Our governance systems and strategies are continually under constant evaluation in order to thrust the Company at par with the best benchmarks set for governance practices across the industry.

In our endeavour to achieve responsible corporate standard and behaviour, the Company has adopted the 'Code of Conduct' which enunciates the Company's ideals, values and business philosophies. This Code works as a guiding tool for the Board and senior officers of the Company and also provides assistance and assurance to deal with ethical or moral issues which in turn helps cultivate an environment of honesty, reliability and responsibility. The 'Code of Conduct to regulate, monitor and report trading by Insiders' and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' serves as a directorial tool and ethical road map for our employees in ensuring fair conduct and prevention of misuse of any price sensitive information which has not been made available to the public at large.

Our Board of Directors, who are at the core of Corporate Governance practices in the Company and our employees and senior management who are an extension to the Board have been major contributors to the Company's undisputed leadership and reputation as a business entity.

Compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the details of compliance with regards to Corporate Governance for the year ended 31st March, 2018 are as follows:

II. BOARD OF DIRECTORS

The Board of DBCL is entrusted with the ultimate and highest responsibility to run the affairs of the Company in a responsible and ethical manner. They are a vital asset to the Company, vested with requisite powers and authorities to enable smooth execution of strategies and business plans. A diverse and experienced Board would bring about professionalization of the Board, just and clear processes and a broader perspective to the industry's state of affairs. The Board plays a key role in reviewing organization policies and management practices in order to conform to the best governance standards set across the globe.

1. Composition and Category

The Board comprises of an optimal blend of Executive and Independent Directors representing a diverse mix of knowledge, experience and professionalism. The current composition is in conformity with the statutory requirements of the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the `Listing Regulations'). The Board consists of Independent Directors; including a woman director; who possess expertise in their respective professions and have consistently contributed to the Company's strategies and business decisions.

The Company's Board is a fine blend of vast diversity; consisting of directors hailing from different fields and domains, each bringing their own unique contribution to the Board's knowledge base. All the directors on the board of the Company possess the requisite qualifications and experience in general corporate management, finance, banking and other associated fields which enable them to contribute effectively in their capacity as Directors.

As of 31st March, 2018, the Board consisted of seven members. The composition and category of the Board of the Company is as under:

Category	Names of Directors
Managing Director (Executive Director & Promoter)	Mr. Sudhir Agarwal
Deputy Managing Director (Executive Director)	Mr. Pawan Agarwal
Non-Executive, Non – Independent Director	Mr. Girish Agarwal
Non-Executive, Independent Directors	Mr. Piyush Pandey
	Mr. Harish Bijoor
	Mr. Ashwani Kumar Singhal
	Ms. Anupriya Acharya

Mr. Naveen Kumar Kshatriya has resigned from the office of an Independent Director of the Company with effect from 30th September, 2017. His contribution to the Board and business plans during his association with the Company has been profound and exemplary. The Board has placed on record its gratitude and appreciation for the valuable services rendered by Mr. Kshatriya during his association with the Company.

All the Directors of the Company have made the requisite disclosures as mandated under the Act / Listing Regulations which were placed before the Board.

Total number of directorships / chairmanships and memberships held by the Directors of the Company in the Committees of the Board is in compliance with the provisions of the Act and the Listing Regulations.

None of the Directors have been granted any stock options of the Company.

2. Relationship *Inter-se*

The following Directors of the Company are related to each other in the manner mentioned below:

Sr. No.	Name of the Director	Relationship *Inter-se*
1	Mr. Sudhir Agarwal	Brother of Mr. Pawan Agarwal and Mr. Girish Agarwal.
2	Mr. Pawan Agarwal	Brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal.
3	Mr. Girish Agarwal	Brother of Mr. Sudhir Agarwal and Mr. Pawan Agarwal.

No Directors, other than those mentioned above, are related to each other.

3. Role of Board of Directors

The Board's main role is to enhance shareholder and stakeholder value, by guiding the Company towards its goals of prosperity and brand enhancement; at the same time taking conscious efforts to ensure that the interests of its stakeholders are not hampered. The Board plays an important role in supervising the higher management and guiding them towards serving all short and long term interests of the stakeholders. The Board exercises its duties and responsibilities with utmost care and diligence. They strive to set strategic goals and management policies which help effectuate performance objectives and ensure adherence to various Corporate Governance practices. The Board is responsible for inculcating a transparent and fair environment which promotes a smooth and hurdle-free flow of information across all levels leading to effective dialogues amongst Directors, senior management and other compliance and risk management functions. Corporate strategy, achieving various long and short term business targets of the Company and running of day to day affairs are conducted by the Managing Director and the Deputy Managing Director under the guidance and supervision of the Board.

4. Induction of directors and Familiarization

Your Company believes that a good orientation is critical in helping the Board members to feel a strong engagement with Company and other fellow board members. With this belief, your Company has put in place a structured, wide-ranging and practical orientation to the activities, policies and structure of the organization.

Every Director on appointment receives a letter of appointment setting out in detail the terms of appointment, duties, responsibilities and expected time commitments. The terms and conditions of their appointment are also disclosed on the website of the Company, www.bhaskarnet.com.

In its endeavor to introduce the Directors to the workings of the Company, an orientation programme is conducted for newly appointed Directors, wherein they are familiarized with the nature of the industry in which the Company operates, business model and structure of the Company, the latest happenings in the Media and Entertainment Industry, changes in the legal and statutory framework and its impact on the Company's business, etc.

The primary objective behind the above initiatives is to ensure meaningful board level deliberations and sound business decisions.

The Company also organizes familiarization programme for the other Directors in order to keep them abreast of any latest happenings in the corporate and regulatory framework.

One such familiarisation programme was held on 18th January, 2018, details of which are placed on the Company's website and can be accessed at: http://investor.bhaskarnet.com/pages/corporategovernance.php?id=6

5. Board Evaluation

One of the main functions of the Board is to periodically review and evaluate the performance and contribution of the members of the Board. An effective performance evaluation contributes to evaluating performance based on three parameters: at an organizational level; board as a whole and at an individual level. Board evaluation helps identify barriers and impediments that hinder effective board practices and flow of information across various levels.

The Nomination and Remuneration Committee of the Board of directors of the Company has laid down a proficient evaluation plan in the form of following parameters / criteria for evaluating the performance:

- Participation and contribution by a Director;
- Commitment (including guidance provided to senior management outside of Board / Committee meetings);

- Effective deployment of knowledge and expertise;
- Effective management of relationship with stakeholders;
- Integrity and maintenance of confidentiality;
- Independence of behaviour and judgment;
- Observance of Code of Conduct and
- Impact and influence.

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board and that of its various committees was carried out by the Board in the light of parameters such as composition of the Board and Committees, participation and contribution to the long term strategic planning, experience and competencies, performance of the duties and obligations and governance issues and improvisation in board effectiveness. Performance evaluation of each and every director was also carried out individually in the light of the above said criteria.

The process of evaluation was also carried out by the members of the Nomination and Remuneration Committee to evaluate the performance of each director, as per the structured mechanism based on the set parameters laid down by the Committee.

An evaluation of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated) based on the criteria set. Evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors at their meeting specially convened for this purpose.

6. Directors seeking appointment / re-appointment / change in terms of appointment

As per the Companies Act, 2013 and the Articles of Association of the Company, not less than two-third of the total number of Directors (excluding Independent Directors) shall retire by rotation, out of which, one third of Directors are required to retire every year by rotation and if eligible, the Director can offer himself for re-appointment.

Mr. Pawan Agarwal retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Further, Mr. Pawan Agarwal was appointed as Deputy Managing Director of the Company at the Annual General Meeting ("AGM") of the Company held on 24th July 2014 for a term of 5 years w.e.f. 31st July, 2013 (i.e. up to 30th July, 2018). On the recommendation of the Nomination and Remuneration Committee, the Board has at its meeting held on 16th May, 2018 recommended to the members of the Company that Mr. Pawan Agarwal be re-appointed as the Deputy Managing Director of the Company for a further term of 5 years w.e.f. 31st July, 2018 (i.e. up to 31st July 2023); at a remuneration of ₹ 1 Crore p.a. as detailed here:

PARTICULARS	Amount in ₹
Basic Pay (Annual)	1,00,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

Moreover, Mr. Pawan Agarwal's directorship shall be liable for retirement by rotation. The resolution for re-appointment of Mr. Pawan Agarwal as mentioned above is recommended to the members of the Company for passing at the ensuing AGM.

Mr. Pawan Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 ("Act") for being eligible for his appointment. A detailed resume of Mr. Pawan Agarwal is given in the Explanatory Statement annexed to the Notice convening the Annual General Meeting. It may be taken as a part of this report.

Mr. Sudhir Agarwal – Managing Director of the Company was appointed as the Managing Director of the Company for a term of 5 years (1st January, 2017 to 31st December, 2021) at a remuneration of ₹ 90 Lakh p.a. Considering the expanding business of the Company, current industry trend and the vast experience that he possesses, it is proposed to increase his remuneration from ₹ 90 Lakh p.a. to ₹ 1.5 Crore p.a. w.e.f. 1st October, 2018 as detailed below subject to members approval. The resolution for such increase of remuneration of Mr. Sudhir Agarwal as mentioned above is recommended to the members of the Company for passing at the ensuing AGM.

PARTICULARS	Amount in ₹
Basic Pay (Annual)	1,50,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

Mr. Piyush Pandey, Mr. Harish Bijoor and Mr. Ashwani Kumar Singhal were appointed as Independent Directors on the Board for tenure of 5 years, whose term of office expires on 31st December, 2018. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for a second consecutive term on passing of a special resolution by the shareholders.

In line with the aforesaid provisions, it is proposed to re-appoint these three directors for second consecutive term as Independent Directors for period of such number of years as mentioned against each of them hereunder:

1. Mr. Piyush Pandey : 2 years
2. Mr. Harish Bijoor : 2 years
3. Mr. Ashwani Kumar Singhal : 5 years

The re-appointment will be effective from 1st January, 2019. All the three directors fulfill all conditions in relation to their eligibility for appointment as Independent Director as specified under the Companies Act, 2013.

The Board has at its meeting held on 16th May, 2018 recommended the re-appointment of these directors as Independent Directors to the members to be considered at the ensuing AGM. This was based on the recommendation by the Nomination and Remuneration Committee which has conducted performance evaluation of these directors and their individual choices.

A detailed resume of Mr. Piyush Pandey, Mr. Harish Bijoor and Mr. Ashwani Kumar Singhal is given in the Explanatory Statement annexed to the Notice convening the Annual General Meeting. It may be taken as a part of this report.

7. Board procedures and meetings

The Board/Committee meetings are pre-scheduled and an annual calendar of Board and Committee meetings is circulated to the Directors at the beginning of the new financial year to enable them to plan their schedules and to ensure their meaningful participation in the meetings. A detailed agenda is circulated to the members of the Board seven days prior to the meeting. To address any specific urgent needs, the Board's approval is taken at a specially convened meeting or by circular resolution, in which case it is noted and ratified at the subsequent Board/Committee meeting, as the case may be. All agenda items are backed by comprehensive background information to enable the Board to take decisions in an informed manner.

The Board meets once in every quarter to review the quarterly performance of the Company and transact other items on the agenda. Additional meetings are held, whenever necessary to consider any urgent item. Senior management is invited to attend the Board Meetings as and when required, so as to provide additional inputs on finance, strategy or business processes relating to the items being deliberated by the Board.

During the year under review, 4 (four) Board Meetings were held on 18th May, 2017, 20th July, 2017, 31st October, 2017 and 18th January, 2018. The intervening gap between two meetings was in conformity with the requirements of Listing Regulations, Secretarial Standards and that of the Act. All 4 meetings were held in Mumbai.

The attendance record of the Directors at the Board Meetings during the financial year 2017-18 and at the last AGM is as under:-

Sr. No.	Names of the Directors	No. of Board meetings attended during the financial year 2017-18	Attendance at the last AGM held on 4th September, 2017	No. of Directorships (including DBCL)	No. of Committee Memberships in Public Limited Companies*	
					Memberships	Chairmanships
1	Mr. Sudhir Agarwal **	3	Absent	11	1	Nil
2	Mr. Girish Agarwal	4	Absent	21	4	3
3	Mr. Pawan Agarwal	3	Present	19	1	Nil
4	Mr. Piyush Pandey	3	Absent	5	1	Nil
5	Mr. Harish Bijoor	3	Absent	1	Nil	Nil
6	Mr. Ashwani Kumar Singhal	4	Present	3	3	1
7	Mr. Naveen Kumar Kshatriya (resigned w.e.f. 30th September, 2017)	2	Absent	7	Nil	Nil
8	Ms. Anupriya Acharya	4	Absent	3	1	Nil

* Memberships/Chairmanships in the Audit Committees and Stakeholder's Relationship Committees as on 31st March, 2018 are only considered (including DBCL).

** Attended Board meeting dated 18th May 2017 through video conference.

Leave of absence was granted to the Director(s) who were absent at the respective Board and Committee Meeting/s, at their specific request.

8 Independent Directors' Meeting

In compliance with Schedule IV to the Act (Code for Independent Directors) and the Listing Regulations, the Independent Directors of the Company met on 18th January, 2018 in order to review the performance of Non-Independent Directors and the Board as a whole. Pursuant to the demise of the Chairman Mr. Ramesh Chandra Agarwal, the position of the Chairman of the Board has not been filled by the Board since the same is not mandatory under the Act or any other statutory provisions. As a result; the item relating to review of performance of the Chairman was not taken up at the said meeting. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Company's management and the Board which is necessary to effectively and judiciously discharge their duties. The Independent Directors expressed their contentment over the above said evaluation parameters and opined that the same was appropriate and commensurate with the size of the Company's operations and business.

III. COMMITTEES OF THE BOARD

The Board of Directors has formed various working Committees of the Board to facilitate smooth and quick decision-making and to comply with various statutory and time-based requirements under various laws. Each Committee has the authority to engage outside experts, advisors and counsels to assist in its function, if deemed necessary. Minutes of proceedings of Committee meetings are circulated to the members for approval and placed before the next Board meeting for noting, once they are signed.

1. Audit Committee

Composition

The constitution of Audit Committee is in compliance with the provisions of Regulation 18 of the Listing Regulations and Section 177 of the Act.

The Audit Committee comprises of four members, all of whom are non-executive directors and three of whom (including the Chairman) are Non-Executive - Independent Directors. All the members of the Committee are financially literate and have adequate accounting and financial management expertise.

Senior executives are invited to participate in the meetings of the Committee as and when necessary. The quorum for the Audit Committee meetings is a minimum of two Independent Directors. The Company Secretary acts as the Secretary to the Committee.

Terms of Reference

The terms of reference of the Audit Committee are well defined to include the matters specified for Audit Committee under Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and Section 177 of the Act.

Meetings and Attendance

During the year under review, the Committee met 4 times on 18th May, 2017, 20th July, 2017, 31st October, 2017 and 18th January 2018. The following table provides the composition of the Audit Committee and attendance of members at the meetings of the Committee held during the financial year 2017-18:

Sr. No.	Members	Chairman/ Member	Category	No. of meetings attended
1	Mr. Ashwani Kumar Singhal*	Chairman	Non-Executive, Independent Director	4
2	Mr. Piyush Pandey	Member	Non-Executive, Independent Director	3
3	Mr. Girish Agarwal	Member	Non-Executive, Non-Independent Director	4
4	Mr. Naveen Kumar Kshatriya**	Member	Non-Executive, Independent Director	2
5	Ms. Anupriya Acharya***	Member	Non-Executive, Independent Director	1

* Mr. Ashwani Kumar Singhal, Chairman of the Audit Committee was available in person to answer queries raised by the shareholders at the latest Annual General Meeting of the Company held on 4th September, 2017.

** Mr. Naveen Kumar Kshatriya ceased to be a member of the Committee w.e.f. 30th September 2017 on account of his resignation from the Board.

*** Ms. Anupriya Acharya was appointed on the Audit Committee by the Board at its meeting held on 31st October, 2017, with immediate effect. Only one Audit Committee meeting was held after Ms. Anupriya Acharya's appointment on 31st October, 2017.

2. Nomination and Remuneration (NR) Committee

Composition

The NR Committee consists of three members, all of whom are Non-Executive Directors. The Chairman of the Committee is Mr. Ashwani Kumar Singhal, a Non-Executive Independent Director. The Company Secretary of the Company acts as the Secretary to the NR Committee.

Terms of reference

The terms of reference of the NR Committee is in consonance with Regulation 19(4) read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, as amended upto date.

Meetings and Attendance

During the year under review, the Committee met once on 18th May 2017. The following table provides the composition of the NR Committee and attendance of the members at the meetings of the Committee held during the financial year 2017-18:

Sr. No.	Members	Chairman/ Member	Category	No. of meetings attended
1	Mr. Ashwani Kumar Singhal	Chairman	Non-Executive, Independent Director	1
2	Mr. Girish Agarwal	Member	Non-Executive, Non-Independent Director	1
3	Mr. Naveen Kumar Kshatriya*	Member	Non-Executive, Independent Director	1
4	Ms. Anupriya Acharya	Member	Non-Executive, Independent Director	1

* Mr. Naveen Kumar Kshatriya ceased to be a member of the Committee w.e.f. 30th September, 2017, on account of his resignation from the Board.

Remuneration Policy

The remuneration policy of the Company is directed towards rewarding performance and talent based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice. It serves as a platform to ensure long term sustainability of talented managerial persons, create competitive advantage and promote result driven approach in the Company. The said policy was revised at the meeting of the Board held on July 19, 2018, to align the same in terms with the changes brought about by The Companies (Amendment) Act, 2017. The Remuneration Policy is placed on the Company's website and can be accessed at: http://investor.bhaskarnet.com/pages/corporategovernance.php

3. Stakeholders' Relationship Committee

Composition

The Stakeholders' Relationship Committee consists of three members; consisting of two Executive and one Non-Executive Director. Mr. Girish Agarwal, Non-Executive Director is the Chairman of the Committee. The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

Terms of Reference

The terms of reference of the Committee is in line with the Act and the Listing Regulations to specifically include the redressal of grievances of all the stakeholders of the Company including the shareholders and resolving their grievances including complaints related to transfer of shares and non-receipt of annual report, non-receipt of declared dividends, amongst others.

Meetings and Attendance

During the year under review, the Committee met 4 times on 18th May, 2017, 20th July, 2017, 31st October, 2017 and 18th January, 2018. The following table provides the composition of the Stakeholders' Relationship Committee and attendance of the members at the meetings of the Committee held during the financial year 2017-18:

Sr. No.	Members	Chairman/ Member	Category	No. of meetings attended
1	Mr. Girish Agarwal	Chairman	Non-Executive, Non- Independent Director	4
2	Mr. Pawan Agarwal	Member	Executive Director	3
3	Mr. Sudhir Agarwal *	Member	Executive Director	3

* Mr. Sudhir Agarwal has attended the meeting of the Stakeholders' Relationship Committee held on 18th May, 2017 through video conference.

Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review as reported by the RTA of the Company and their break-up are as under:

Complaints received during the year	35
Complaints resolved and disposed off during the year	35
Complaints pending unresolved at the end of the year	Nil

The complaints related mainly to non-receipts of dividend warrants and Annual Reports, amongst others. The Annual Reports and the dividend warrants were dispatched within the statutory time limit and the delay or non-receipt of the Annual Reports or the dividend warrants was not attributable to any lapse on the part of the Company.

Ms. Anita Gokhale, Company Secretary has been appointed as the Compliance Officer of the Company for handling the investor complaints.

4. Compensation Committee

Composition

The Compensation Committee is composed of three members consisting of two Non-Executive Independent Directors and one Executive Director. Mr. Ashwani Kumar Singhal, Independent Director is the Chairman of the Committee. The Company Secretary of the Company acts as the Secretary to the Compensation Committee.

Terms of Reference

The Compensation Committee was formed to enable administration, implementation, execution and monitoring of the Employees Stock Option Scheme/s of the Company and any other matter as may be delegated by the Board of Directors from time to time.

Meetings and Attendance

During the year, 4 meetings of the Compensation Committee were held 18th May, 2017, 20th July, 2017, 31st October, 2017 and 18th January, 2018. The following table provides the composition of the Compensation Committee and attendance of members at the meetings of the Committee held during the financial year 2017-18:

Sr. No.	Members	Chairman/ Member	Category	No. of meetings attended
1	Mr. Ashwani Kumar Singhal	Chairman	Non-Executive, Independent Director	4
2	Mr. Piyush Pandey	Member	Non-Executive, Independent Director	3
3	Mr. Naveen Kumar Kshatriya*	Member	Non-Executive, Independent Director	2
4	Mr. Pawan Agarwal	Member	Executive Director	4

* Mr. Naveen Kumar Kshatriya ceased to be a member of the Committee w.e.f. 30th September, 2017 on account of his resignation from the Board.

5. Executive Committee

Composition

The Executive Committee consists of three members including the two Executive Directors and one Non-Executive Director. The Company Secretary of the Company acts as the Secretary to the Executive Committee.

Terms of Reference

This Committee is formed to deal with urgent matters requiring immediate attention of the Board before a meeting of the Board could be convened. The Executive Committee handles matters related to day-to-day operations of the Company like opening and closing of bank accounts, changes in account operating authorities for various bank accounts of the Company, authorisation for representing the Company to all statutory and regulatory authorities, government departments, courts of law, review of operating plans and budgets, liability on account of foreign exchange exposures, if any, and manpower resources, amongst others and any other administrative matters delegated by the Board. At the Board meeting of the Directors held on January 18, 2018, the Board passed a resolution whereby it widened the scope of authority given to the Executive Committee and granted the Committee little wider powers in line with the prevailing business scenario and growth of the Company's business. As a result, the Committee is now authorised to handle matters relating to authorisation for representing the Company under tax authorities, initiate legal proceedings, lease or let out property of the Company, avail Corporate Credit Card Facility, etc. to name a few.

Meetings and Attendance

The Committee met 4 times on 24th April, 2017, 18th September, 2017, 29th November, 2017, and 16th February, 2018 during the year under review. The following table provides the composition of the Executive Committee and attendance of the members at the meetings of the Committee held during the financial year 2017-18 :

Sr. No.	Members	Chairman/ Member	Category	No. of meetings attended
1	Mr. Sudhir Agarwal	Member	Executive Director	4
2	Mr. Girish Agarwal	Member	Non-Executive, Non-Independent Director	4
3	Mr. Pawan Agarwal	Member	Executive Director	4

6. Corporate Social Responsibility ('CSR') Committee

Composition

The CSR Committee consists of four members including two Non-Executive Independent Directors and two Executive Directors. The Chairman of the Committee is Mr. Ashwani Kumar Singhal, a Non-Executive Independent Director. The Company Secretary of the Company acts as the Secretary to the CSR Committee.

Terms of reference

The terms of reference of the CSR Committee are in consonance with the provisions of the Act read with the rules made thereunder. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by formulating and monitoring implementation of the 'Corporate Social Responsibility Policy'.

Meetings and Attendance

During the year under review, the Committee met twice on 18th May, 2017 and 18th January, 2018. The following table provides the composition of the CSR Committee and attendance of the members at the meeting of the Committee held during the financial year 2017-18:

Sr. No.	Members	Chairman/ Member	Category	No. of meetings attended
1	Mr. Ashwani Kumar Singhal	Chairman	Non-Executive, Independent Director	2
2	Mr. Naveen Kumar Kshatriya*	Member	Non-Executive, Independent Director	1
3	Ms. Anupriya Acharya	Member	Non-Executive, Independent Director	2
4	Mr. Sudhir Agarwal**	Member	Executive Director	1
5	Mr. Pawan Agarwal	Member	Executive Director	2

* Mr. Naveen Kumar Kshatriya ceased to be a member of the Committee w.e.f. 30th September, 2017 on account of his resignation from the Board.

** Mr. Sudhir Agarwal has attended the meeting of the CSR Committee held on 18th May, 2017 through video conference.

IV. BUY BACK OF EQUITY SHARES BY THE COMPANY

The members of the Company have approved Buyback proposal for buy-back of up to 92,00,000 fully paid-up equity shares of ₹ 10/- each (being approx. 5% of the total paid–up equity share capital of the Company as on 31st March, 2018) at a price of ₹ 340/- per equity share on a proportionate basis through tender offer for an aggregate amount of ₹ 312.80 Crore. The approval for Buyback proposal was accorded by the members of the Company by passing the enabling Special Resolution through Postal Ballot as per statutory requirements in this regard, the results of which were declared by the Company on 7th July, 2018. The Company has made the Public Announcement in this regard after compliance with all the necessary disclosures. The Record Date for determining the eligibility of the shareholders to participate in the Buyback is set as 18th July, 2018. The Company will be completing the Buyback within 12 months from the date of Special Resolution passed approving the proposed Buyback which is 6th July, 2018.

V. STATUTORY AUDITORS

The Company has appointed the following two leading independent audit firms as its Joint Statutory Auditors at its Annual General Meeting held on 4th September, 2017:

1. M/s. Price Waterhouse Chartered Accountants LLP, Mumbai and
2. M/s. Gupta Mittal & Co., Bhopal.

They have been appointed for a term of five years from the conclusion of the 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting. However, in terms of Sec. 139 of the Companies Act, 2013 the Company is required to seek ratification of appointment of the statutory auditors for each financial year at every Annual General Meeting of the Company by the shareholders.

VI. GENERAL BODY MEETINGS

The Annual General Meeting of the Company for the financial year 2016-17 was held on 4th September, 2017 at Ahmedabad.

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

Year	Date and Time	Location	Special Resolution passed, if any
2014-15	6th August, 2015 2.30 p.m.	Hotel Planet Landmark, 139/1, Amli-Bopal Road, Nr. Ashok Vatika, Off S. G. Highway, Ahmedabad, Gujarat – 380051	Nil
2015-16	17th August, 2016 2.30 p.m.	Hotel Planet Landmark, 139/1, Amli-Bopal Road, Nr. Ashok Vatika, Off S. G. Highway, Ahmedabad, Gujarat – 380051	Nil
2016-17	4th September, 2017 2.30 p.m.	Hotel Planet Landmark, 139/1, Amli-Bopal Road, Nr. Ashok Vatika, Off S. G. Highway, Ahmedabad, Gujarat – 380051	Nil

All the above Annual General Meetings were held in Ahmedabad where the Registered Office of the Company is situated.

Postal Ballot

The Board of Directors of the Company has at its meeting held on May 26, 2018 proposed the buy-back of up to 92,00,000 fully paid-up equity shares of ₹ 10/- each (being approx. 5% of the total paid–up equity share capital of the Company as on 31st March, 2018) at a price of ₹ 340/- per equity share on a proportionate basis through tender offer for an aggregate amount of ₹ 312.80 Crore. The proposed buyback amount is in excess of 10% of the paid-up share capital and free reserves (including securities premium account) therefore, the approval of the members of the Company was necessary for such process. The Postal Ballot notice dated June 1, 2018 was dispatched to all the shareholders appearing as members on the cut-off date i.e. June 1, 2018. The dispatch of postal ballot notice via post and electronically was completed on June 6, 2018. The Board of Directors had appointed Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Company Secretaries as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The voting through physical postal ballot and e-voting began on Thursday, June 7, 2018 at 9:00 a.m. and ended on Friday, July 6, 2018 at 5:00 p.m. The approval for Buyback proposal was accorded by the members of the Company by passing the enabling Special Resolution through Postal Ballot, the results of which were declared by the Company on 7th July, 2018. The said Special Resolution is deemed to have been passed on 6th July, 2018, the last date for voting. Company will be completing the Buyback within 12 months from the date of passing this Special Resolution.

VII. SUBSIDIARY MONITORING MECHANISM

In compliance with the Listing Regulations, the Company has framed a 'Policy on Material Subsidiaries' in order to determine the materiality of its unlisted subsidiaries. The said policy is placed on the Company's website and can be accessed at: http://investor.bhaskarnet.com/pages/corporategovernance.php?id=6

As per the definition prescribed under the Listing Regulations and the 'Policy on Material Subsidiaries', the Company did not have any 'material unlisted Indian Subsidiary' during the year under review.

The Company monitors the performance of its subsidiaries, inter-alia, by the following means:

(1) The minutes of the meetings of the Board of the subsidiary companies are noted at the Board Meetings of the Company, once they are signed at their respective meetings.

(2) The investments made by the subsidiary companies, if any, financial statements and general working of the subsidiaries are reviewed by the Audit Committee of the Company on a quarterly basis.

VIII. EMPLOYEES STOCK OPTION SCHEMES

In the endeavor to align employee interests with that of the shareholders; and suitably reward the employees for their contribution to the success and growth of the Company, Employee Stock Option Schemes (the 'Schemes') have been implemented by the Company for the eligible employees, based on specified criteria, named DBCL-ESOS 2008, DBCL-ESOS 2010 & DBCL-ESOS 2011 (in various tranches). All the Schemes have been prepared in due compliance of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other applicable laws from time to time.

All vestings of DBCL-ESOS 2008 Scheme have expired in the year 2016 rendering no options exercisable under the scheme; hence all unexercised options under it stand lapsed and forfeited. Similarly, DBCL-ESOS 2010 Scheme and all vestings under it have expired on May 9, 2018 and all unexercised options under it now stand lapsed and forfeited. As a result, only DBCL-ESOS 2011 scheme (in various tranches) prevails and continues to be available for exercise to all eligible employees of the Company as on date.

The Compensation Committee of the Board of Directors has, during the year, granted options under Tranche 6 under the DBCL - ESOS 2011 scheme on 13th October, 2017. The Company has duly entered in to agreements with the Option Grantees containing various terms and conditions subject to which the options were granted.

IX. CODE OF CONDUCT

For Board of Directors and Senior Management Group

The Board of Directors of the Company has laid down a code of conduct for all the Board Members and Senior Management Group of the Company. The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the organisation.

All Board members and Senior Management personnel have affirmed their compliance with the said Code for the financial year ended 31st March, 2018. A declaration to this effect signed by the Managing Director is appended at the end of this report. The Code has also been posted on the Company's website www.bhaskarnet.com.

For Prevention of Insider Trading

The SEBI (Prohibition of Insider Trading) Regulations, 2015 was enforced with a view to put in place a framework that prohibited trading by insiders in securities and to strengthen the legal framework thereof to curb the misuse of unpublished price sensitive information and making of illicit gains therefrom. Pursuant to Regulation 8 of the said Regulations, the Company has formulated and adopted 'Code of practices and procedures for fair disclosure of unpublished price sensitive information'.

Further, pursuant to Regulation 9 of the said Regulations, the Company has formulated and adopted the 'Code of conduct to regulate, monitor and report trading by insiders'. The Code prohibits trading in shares of the Company by specified persons, while in possession of undisclosed price sensitive information. Also all specified persons are restricted from dealing in the shares of the Company during restricted periods notified by the Company from time to time.

Ms. Anita Gokhale - Company Secretary, is the designated Compliance Officer for monitoring adherence to this Code. The said Code is made available on the intranet of the Company for reference and strict compliance by all the concerned employees.

X. WHISTLE BLOWER POLICY

The Company has adopted vigil mechanism to promote ethical behaviour and provide an avenue for reporting illegal or unethical practices. The Company has enforced its vigil mechanism in the form of 'Whistle-blowing Policy' under which the employees are free to report instances of violation of laws and regulations or the Code of Conduct and voice their opinion on matters that require immediate attention of the management. The Policy acts as a neutral and unbiased forum to voice concerns in a responsible and effective manner without fear of reprisal. It helps build an environment of transparency and fairness, whilst also providing protection to the whistle blower against victimization.

In order to instill more confidence among the whistle blowers, the Company has appointed an independent agency to receive the complaints and co-ordinate with the whistle-blower, if required. An internal Ethics Committee has been established to operate the mechanism under the supervision of the Audit Committee. An ombudsperson, along with the Ethics Committee decides on the course of action to be taken. Complaints are categorized and prioritized, based on their nature. Actions are taken in accordance to this. If the whistle blower is not satisfied with the actions taken, the mechanism also has an Escalation Protocol in place. The mechanism considers and extends complete protection to the whistle blower. In deserving cases, as per the requirements of the Act, the whistle blower is also allowed direct access to the Chairman of the Audit Committee. It is affirmed that no personnel has been denied access to the Audit Committee.

The Whistle Blower Policy is accessible to the employees on the intranet and is also available on the website of the Company at the following link: http://investor.bhaskarnet.com/pages/corporategovernance.php?id=6

XI. DISCLOSURES

a. Related Party Transactions

As per the requirements under Regulation 23 of the Listing Regulations, the Board has adopted a 'Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions' which has been uploaded on the Company's website which can be accessed at: http://investor.bhaskarnet.com/pages/corporategovernance.php?id=6

As defined under the Act, the Listing Regulations and as per the said Policy, all transactions entered into with related parties during the financial year were at arm's length basis. There were no materially significant transactions with related parties, during the financial year under review, which were in conflict with the interests of the Company.

Details of related party transactions as per requirements of IND AS 24 - 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are disclosed in 'Notes to Accounts' under Schedules to financial statements. Except the transactions disclosed under the said note, there are no other significant related party transactions between the Company and the related parties.

b. Disclosure of Accounting Treatment

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Act and subsequent amendments thereof.

The financial statements are prepared on a going concern basis and are presented in Indian Rupees and all values are rounded off to the nearest million except when otherwise indicated. The financial statements have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

c. Remuneration to Directors

Remuneration to Executive Directors

The Company compensates its Executive Directors for their contribution and hard work only in the form of salary. Apart from salary, the remuneration package does not contain any benefits, bonuses, stock options, pension, fixed component, performance linked incentives, etc.

During the financial year 2017-18, the Company has paid remuneration to its Executive Directors as per details given below:

(in ₹)

Names of Directors	Salary
Mr. Sudhir Agarwal – Managing Director	90,00,000/- p.a.
Mr. Pawan Agarwal – Deputy Managing Director	60,00,000/- p.a.

The Company has executed Service Agreement with the Managing Director and the Deputy Managing Director which, inter-alia, mentions the notice period of 45 days on both the sides. There are no severance fees chargeable in both the cases.

On recommendation of the Nomination and Remuneration Committee, the Board has, at its meeting held on 16th May, 2018, while re-appointing Mr. Pawan Agarwal as Deputy Managing Director for another term of 5 years, also recommended increase in his remuneration from ₹ 60 Lakh p.a. to ₹ 1 Crore p.a. effective 31st July, 2018. This has been recommended to the members of the Company for their approval at the ensuing AGM.

Further, on recommendation of the Nomination and Remuneration Committee, the Board has, at its meeting held on 19th July, 2018 recommended increase in remuneration of Mr. Sudhir Agarwal, Managing Director from ₹ 90 Lakh p.a. to ₹ 1.5 Crore p.a. w.e.f. 1st October, 2018, subject to approval of the members of the Company at the ensuing AGM.

Remuneration to Non-Executive Directors

Remuneration to Non-Executive and Independent Directors of the Company is paid as per Company's Policy on Nomination and Remuneration of Directors, Key Managerial Personnel ('KMP') and other employees.

As per the said policy, only sitting fees are paid to Non-Executive Directors. The details of sitting fees paid for the financial year 2017-18 are as under:

(in ₹)

Names of Directors	Sitting fees
Mr. Girish Agarwal	80,000
Mr. Piyush Pandey	1,55,000
Mr. Harish Bijoor	60,000
Mr. Ashwani Kumar Singhal	2,15,000
Mr. Naveen Kumar Kshatriya*	1,00,000
Ms. Anupriya Acharya	1,35,000
Total	**7,45,000**

* till the date of his resignation from the Board i.e. 30th September, 2017

Apart from the above mentioned, the details of remuneration package of individual Non-Executive Directors such as salary, benefits, bonuses, pension, fixed component and performance linked incentives, performance criteria, severance fees and stock options, amongst others are not given since these are not paid to any of these Directors of the Company as per the said policy.

Apart from receiving sitting fees, none of the Non-Executive Directors has any pecuniary relationship or transactions with the Company.

d. Risk Management

A strong risk management and internal control system forms the backbone of our risk management practices. The Company has clearly defined systems and policies for timely addressing key business challenges and opportunities. The Company continues to focus on a system-based approach to identify and evaluate various business risks and opportunities. As per this, the Audit Committee / Board of Directors are informed on a quarterly basis about various risks identified by the

Senior Management, the mitigation plan devised by them, progress on various strategies / activities being executed to allay the same and any other risks, newly identified; with a suitable mitigation plan for the same.

The Board, upon review, further guides the Senior Management about foreseeing potential risks, improvement in mitigation plans and ways to tackle unexpected and uncalculated risks at an early stage. The Audit Committee of the Company evaluates and reviews the internal financial controls and risk management systems implemented in the Company at their meetings on a quarterly basis.

e. **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years**

The Company has complied with all the requirements of the Listing Regulations as well as other regulations and guidelines laid down by SEBI. There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any other statutory authority for non–compliance of any matter related to the capital markets during the last three years.

f. **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of the Listing Regulations**

The Company has complied with all the mandatory requirements of corporate governance laid down in the Listing Regulations including Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2).

The status of compliance with non-mandatory recommendations of Regulation 27(1) read with Part E of Schedule II of the Listing Regulations is provided below:

i. Shareholders' rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not sent to the shareholders.

ii. Modified Opinion in Audit Report: The Company's financial statements for the financial year 2017-18 do not contain any modified audit opinion.

iii. Separate posts of Chairman and CEO: During the year under review, due to the sad and sudden demise of Mr. Ramesh Chandra Agarwal, the Chairman of the Board, the position has been rendered vacant and has not been filled by the Board. In terms of the Articles of Association of the Company, in the event of absence of Mr. Ramesh Chandra Agarwal at a Board meeting, the meeting shall be chaired by Mr. Sudhir Agarwal or Mr. Girish Agarwal or Mr. Pawan Agarwal; and in case of absence of all of them, the directors present at the meeting shall elect one amongst themselves to chair the meeting of the Board. The Board has duly followed this practice and at every board meeting, Mr. Sudhir Agarwal or Mr. Girish Agarwal or Mr. Pawan Agarwal chaired the meeting.

After the sad and sudden demise of the Chairman Mr. Ramesh Chandra Agarwal, the position of the Chairman of the Board has not been filled by the Board since the same is not mandatory under the Act or any other statutory provisions. The Company has appointed Managing Director and also a Deputy Managing Director to take care of the day-to-day affairs of the Company.

iv. Reporting of Internal Auditor: In its internal audit structure, the Company has engaged experienced Chartered Accountants' firms across all locations. There is a system of monthly internal audit reporting, reviewing and monitoring. Surprise audits are also conducted to ensure effective adherence to the established processes, internal controls and internal audit mechanism on real-time basis. Internal Auditors' Report is obtained from all the internal auditors of the Company appointed across various business locations on quarterly basis and is placed before the Audit Committee for its review.

XII. MEANS OF COMMUNICATION

a. **Publication of Financial Results**

The quarterly / half-yearly and annual results of the Company are normally published in English daily newspaper, Financial Express circulating largely in the whole of India and in Gujarati daily newspaper, Divya Bhaskar circulating in Ahmedabad (where the Registered Office of the Company is situated) for the information of the shareholders and are also displayed on the Company's website, www.bhaskarnet.com after its submission to the Stock Exchanges.

b. **Press Release and Presentations**

Official press releases, presentations made to media, analysts or institutional investors are submitted to the Stock Exchanges and are also hosted on the website of the Company, www.bhaskarnet.com.

c. **Intimation to Stock Exchanges**

As per Regulation 30 read with Schedule III (Part A) of the Listing Regulations and as per the 'Policy for Determination of Materiality of any events / information' adopted by the Company, all price sensitive information and matters which are material and relevant to shareholders are intimated to the Stock Exchanges where the shares of the Company are listed, within the specified time.

d. **Website**

The Company's website contains a separate dedicated section 'Our Investors'. It contains comprehensive database of information of interest to the investors including the financial results and annual reports of the Company, any information disclosed to the regulatory authorities from time to time, business activities and the services rendered / facilities extended by the Company to the investors, in a user friendly manner. The basic information about the Company as called for in terms of Regulation 46 of the Listing Regulations is provided on this website and the same is updated regularly.

e. **Annual Report**
Annual Report containing inter-alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Business Responsibility Report and other statutory information is sent to all members and everyone else entitled to receive a copy of the same and the soft version is also uploaded on the Company's website.

f. **Dedicated email-id**
The Company has also designated a dedicated email-id: dbcs@dbcorp.in for servicing its stakeholders.

g. **Investor Conference Call**
Every quarter, post the announcement of financial results, conference calls are held for discussing financial results with investors and analysts. Transcripts of the calls are also posted on the website of the Company.

XIII. GENERAL SHAREHOLDER INFORMATION

AGM date, venue and time :	Tuesday, 11th September, 2018 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Nr. Ashok Vatika, Off S. G. Highway, Ahmedabad, Gujarat – 380051.
Financial Year :	1st April, 2017 to 31st March, 2018
Financial Reporting Calendar	
First quarter un-audited results :	On or before 14th August, 2018
Second quarter / half year un-audited results :	On or before 14th November, 2018
Third quarter un-audited results :	On or before 14th February, 2019
Audited results for the FY 2018-19 :	On or before 30th May, 2019
Website :	www.bhaskarnet.com
Email Id :	dbcs@dbcorp.in
ISIN :	INE950I01011
CIN :	L22210GJ1995PLC047208
Registrar & Share Transfer Agent :	Karvy Computershare Pvt. Ltd. (Unit: D. B. Corp Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Tel No: 040-67162222 Fax No.: 040- 23001153 E-mail Id: einward.ris@karvy.com Contact person: Mr. U. S. Singh
Book closure :	Tuesday 4th September 2018 to Tuesday 11th September 2018 (both days inclusive)
Dividend and payment date :	The Board of directors has recommended final dividend @ 10% i.e. ₹ 1/- per share of face value of ₹ 10/- each which will be paid to shareholders on Tuesday, 18th September, 2018, subject to its approval at the AGM on Tuesday, 11th September, 2018.
Listing of Equity Shares :	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
	National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Stock code :	BSE Limited - 533151 / DBCORP National Stock Exchange of India Limited – DBCORP
Payment of annual listing fees :	The annual listing fees for the year 2018-19 have been paid to both the stock exchanges within the statutory period.

a. Equity Shares held in Suspense Account

During the year, the Ministry of Corporate Affairs ("MCA") had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). The said IEPF rules mandates that every share on which dividend has been remained unclaimed/unpaid for a period of seven consecutive years or more, are to be transferred to the Investor Education and Protection Fund Suspense Account" maintained by the Central Government.

During the year under review, the Company has transferred a total of 2,868 shares on which no dividend had been claimed for 7 consecutive years to the IEPF Suspense account.

Out of these 2,868 shares, 217 shares of 5 shareholders that were lying in the Demat Suspense Account of the Company, unclaimed by the respective allottees under the Initial Public Offer of the Company in January, 2010 were also transferred to the IEPF Suspense Account under the IEPF rules.

Shareholders are requested to note that even after this transfer, they can claim from IEPF Authority, both unclaimed dividend amount and the shares transferred to IEPF Suspense Account by making an online application in Form IEPF-5 and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its registered office or to the RTA.

The IEPF Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

The detailed disclosure under Schedule V of the Listing Regulations is given in the Board's Report which may be taken as a part of this report.

b. Shareholding Pattern as on 31st March, 2018

Sr. No.	Category	No. of holders	Total Shares	Percentage
1	PROMOTERS	8	2,77,64,198	15.09
2	PROMOTERS BODIES CORPORATE	3	10,07,25,539	54.73
3	FOREIGN PORTFOLIO INVESTORS	45	3,22,87,961	17.55
4	BODIES CORPORATES	465	1,15,12,826	6.26
5	MUTUAL FUNDS	28	65,28,592	3.55
6	RESIDENT INDIVIDUALS	23317	45,44,377	2.47
7	EMPLOYEES	125	2,26,354	0.12
8	H U F	551	1,33,944	0.07
9	NON RESIDENT INDIANS	293	1,18,386	0.06
10	ALTERNATIVE INVESTMENT FUND	1	1,15,757	0.06
11	NON RESIDENT INDIAN NON REPATRIABLE	130	43,197	0.02
12	CLEARING MEMBERS	56	20,149	0.01
13	INDIAN FINANCIAL INSTITUTIONS	1	3,454	0.00
14	I E P F	1	2,868	0.00
15	NBFC	1	275	0.00
16	BANKS	1	68	0.00
	Total	**25026**	**18,40,27,945**	**100.00**

Distribution of Shareholding as on 31st March, 2018

Shareholding of nominal value	(i) Shareholders		Share Amount (in ₹)	
	Number	% to Total	in ₹	% to Total
1-5000	22,930	91.6	2,07,18,550	1.13
5001- 10000	1,136	4.5	81,27,580	0.44
10001- 20000	487	1.9	68,99,770	0.37
20001- 30000	165	0.7	41,08,040	0.22
30001- 40000	62	0.2	21,90,490	0.12
40001- 50000	40	0.2	18,55,050	0.10
50001- 100000	98	0.4	70,69,310	0.38
100001 & Above	108	0.4	1,78,93,10,660	97.23
Total	**25,026**	**100**	**1,84,02,79,450**	**100**

c. Share Transfer System

The process of recording of share transfers and transmissions, amongst others, for shares held in electronic form is handled by Karvy Computershare Pvt. Ltd., Hyderabad the Registrar and Transfer Agent of the Company (RTA) and a report thereof is sent to the Company periodically and the Stakeholders' Relationship Committee of the Company takes note of the same at their meeting/s.

In respect of shares held in physical form, the transfer documents are lodged with the RTA and after processing, the same are sent to the Company and the Stakeholders' Relationship Committee conveys its approval to the RTA, who dispatches the duly transferred share certificates to the shareholders concerned after complying with applicable provisions.

The average time taken for processing share transfer requests (in physical) including dispatch of share certificates is 15 days.

d. Dematerialisation of shares and Liquidity

The equity shares of the Company are traded in dematerialised form under ISIN - INE950I01011 as mandated by SEBI.

As on 31st March, 2018, status of the dematerialised and physical form of shares of the Company is as under:

Shares held in	No. of Shares	Percentage (%)
Electronic Form with CDSL	8,72,892	0.47%
Electronic Form with NSDL	18,31,54,733	99.53%
Physical Form	320	0.00%
Total	**18,40,27,945**	**100.00%**

e. Annual Report - Green Initiative in Corporate Governance

The Ministry of Corporate Affairs ('MCA') has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by companies through electronic mode. Companies can now send various notices and documents, including Annual Report, to its shareholders through electronic mode to their registered e-mail addresses. Further, the Companies Act, 2013 and rules made thereunder also recognise communication with shareholders in electronic mode.

Your Company has been sending Annual Reports to its shareholders, who have registered their e-mail address with the Depositories/Company, through e-mail every year since 2011. Others, who have not registered their e-mail address, have been sent the Annual Reports in physical copy and have always been appealed to register their e-mail address and opt for receiving all the communication through e-mail.

All the shareholders who have not yet registered their e-mail addresses are once again requested to register it with the Registrar and Transfer Agent – Karvy Computershare Private Limited and opt for electronic delivery and contribute their small share to the noble cause of "Green Initiative".

However, those who want to receive hard copies of all official communication have to make a specific request to the Company by sending a letter in hard form in this regard.

f. Outstanding GDR/ADR/Warrants/Convertible instruments

The Company has not issued any GDR/ADR/Warrants/Convertible instruments during the financial year 2017-18.

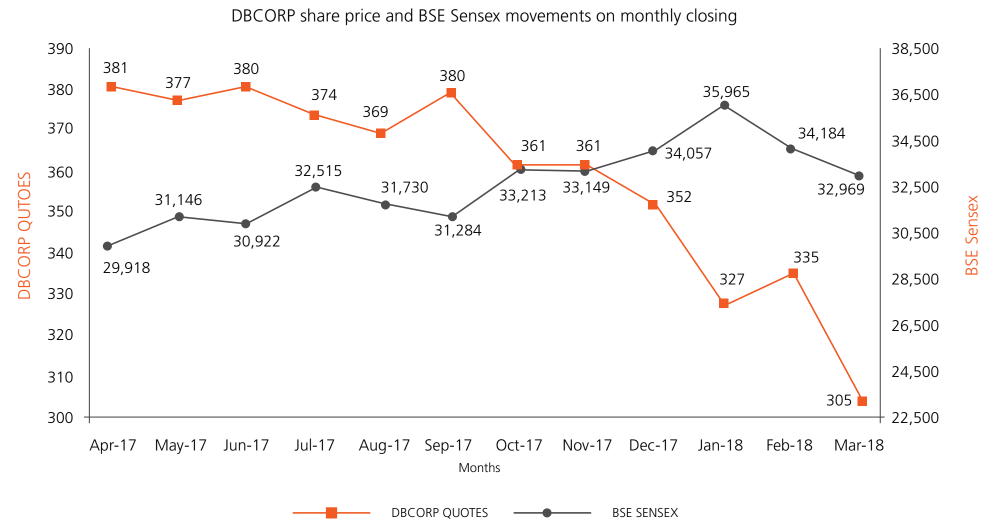
g. Stock market price data for the year 2017-18

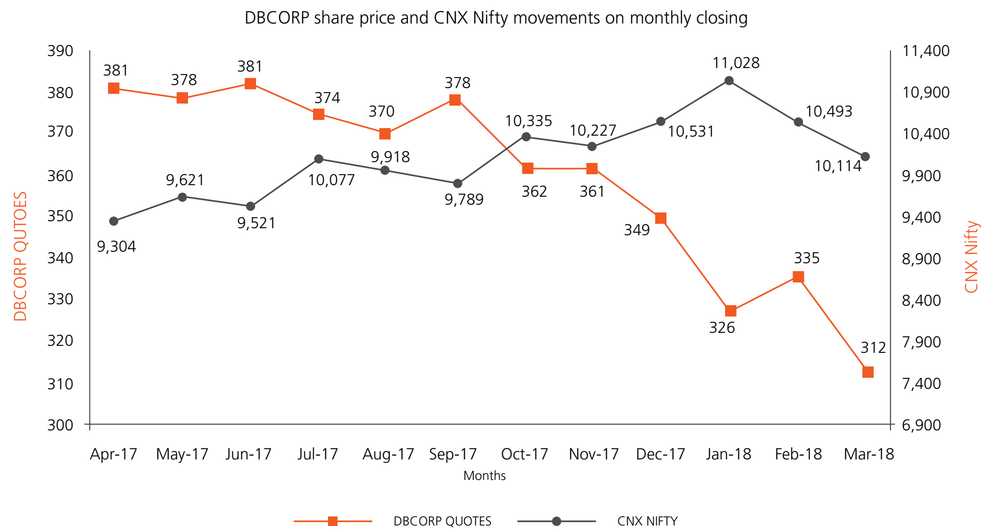
The market quotation of Company's scrip on BSE and NSE is as follows:

(Price in ₹)

Month	BSE share price		S&P BSE Sensex		NSE share price		CNX Nifty	
	High	Low	High	Low	High	Low	High	Low
Apr 2017	395.2	372.95	30184.22	29241.48	381.8	377	9342.65	9282.25
May 2017	393.65	350	31255.28	29804.12	380.9	361.2	9649.6	9609.25
Jun 2017	385.9	365	31522.87	30680.66	383	370.2	9535.8	9448.75
Jul 2017	392.4	366.05	32672.66	31017.11	376	370.35	10085.9	10016.95
Aug 2017	386.05	358.6	32686.48	31128.02	375.4	369	9925.1	9856.95
Sept 2017	381.4	360.5	32524.11	31081.83	383	368	9854	9775.35
Oct 2017	384	354.85	33340.17	31440.48	374	359	10367.7	10323.95
Nov 2017	376	350.45	33865.95	32683.59	367.8	360.1	10332.7	10211.25
Dec 2017	367.95	338	34137.97	32565.16	360.7	345.85	10538.7	10488.65
Jan 2018	389	325	36443.98	33703.37	335.45	324.15	11058.5	10979.3
Feb 2018	344	314.4	36256.83	33482.81	344.45	325.75	10535.5	10461.55
Mar 2018	350	290.1	34278.63	32483.84	324.9	306	10158.35	10096.9

Performance of the share price of the Company in comparison to the BSE Sensex and CNX Nifty on month-wise closing during the year:





Cautionary statement: Historical stock price performance shown in the above graphs should not be considered as indicative of potential future stock price performance of the Company.

h. Shares held by Directors

The details of the shares held by the Directors of the Company as on 31st March, 2018 are as under:

Names of the Directors	No. of Equity Shares held
Mr. Sudhir Agarwal	82,69,321
Mr. Girish Agarwal	82,69,321
Mr. Pawan Agarwal	82,69,321
Mr. Piyush Pandey	Nil
Mr. Harish Bijoor	Nil
Mr. Ashwani Kumar Singhal	Nil
Mr. Naveen Kumar Kshatriya*	Nil
Ms. Anupriya Acharya	Nil

* shareholding as on 30th September 2017 – date of his resignation.

None of the Directors hold any convertible instruments in the Company.

i. Plant locations

The Company has 56 printing units in the states of Rajasthan, Gujarat, Chhattisgarh, Punjab, Haryana, Madhya Pradesh, Maharashtra, Jharkhand and Bihar.

j. Commodity price risk / Foreign Exchange risk / Hedging

Current Hedging Policy

The Company is availing FOREX Advisory Services from two professional Consultants.

All the forward covers and spots are taken as per the Consultants' guidelines received from time to time. The Consultants send market daily updates for all the major currencies of the world and for currency hedging, the Company shares its Import Liability with due dates with the consultants.

Consultants share time to time market trend analysis of USD/INR conversion volatility, basis which the Company hedges the currency for import liability.

As per the policy, the Company is not going for long term hedging. It targets to hedge 70-80% of near term FOREX liability, falling due in next 45 days.

Commodity Price risk

The Company is not trading directly in commodity market but one of the consumable is made of Aluminium metal, price of which fluctuates basis Aluminium price trading and Rupee to dollar exchange rates fluctuation in the international market.

Hence, to cope up with such fluctuation, the Company hedged its 3 months' quantity requirement through an Indian Manufacturer who imports Aluminium for his production, hence in turn hedges Aluminium price in the commodity market on the Company's behalf and will supply at fixed price to the Company which is one of the clause in the agreement and the Company keeps consistent watch on market situation and reviews the agreement for a better price advantage.

XIV. OTHER INFORMATION

a. Permanent Account Number (PAN) for transfer of shares

SEBI vide its circular dated 20th May, 2009 has mandated submission of copy of PAN card for securities market transactions and off-market transactions of listed companies involving transfer of shares in physical form. Hence, shareholders are requested to furnish a copy of PAN card to the Company's RTA for registration of such transfer of shares.

b. SEBI Complaints Redress System (SCORES)

SEBI has introduced a centralised web-based complaint redressal system called "SCORES". The salient features of SCORES are availability of centralised database of complaints and uploading online Action Taken Reports (ATRs) by the Company. Through SCORES, the investors can view online; the actions taken and current status of their complaints.

c. Online Portal for submission of various filings

- **National Electronic Application Processing System (NEAPS)**

  The NEAPS is web-based system designed by NSE for filing of corporate information. The Listing Regulations mandate submission of all the information through NEAPS. Accordingly all the necessary compliances and announcements are submitted by the Company to NSE electronically on NEAPS.

- **BSE Listing Centre (the 'Listing Centre')**

  It is a web-based facility accessible from anywhere through the Company's allotted unique login. The Listing Regulations mandate submission of all the information through the Listing Centre. Accordingly all the necessary compliances and announcements are submitted by the Company to BSE electronically on the Listing Centre.

d. Un-claimed Dividend

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, the dividend for the following years remaining unclaimed for seven years from the date of declaration are required to be transferred by the Company to Investor Education and Protection Fund ('IEPF') after completion of seven years within the prescribed time limits. Details of various dividends are as under:

Unclaimed Dividend	Date of payment of dividend	Date of completion of seven years
Final Dividend 2010-11	26-Jul-11	25-Jul-18
Interim Dividend 2011-12	17-Feb-12	16-Feb-19
Second Interim Dividend 2011-12	25-May-12	24-May-19
Final Dividend 2011-12	12-Sep-12	11-Sep-19
Interim Dividend 2012-13	8-Feb-13	7-Feb-20
Final Dividend 2012-13	31-Jul-13	30-Jul-20
Interim Dividend 2013-14	8-Feb-14	7-Feb-21
Final Dividend 2013-14	31-Jul-14	30-Jul-21
Interim Dividend 2014-15	7-Feb-15	6-Feb-22
Final Dividend 2014-15	13-Aug-15	12-Aug-22
Interim Dividend 2015-16	12-Feb-16	11-Feb-23
One-Time Special Dividend 2015-16	29-Mar-16	28-Mar-23
Final Dividend 2015-16	24-Aug-16	23-Aug-23
Interim Dividend 2016-17	7-Feb-17	6-Feb-24

Members are requested to note that in accordance to Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to designated IEPF Demat Account. Hence members who have so far not encashed dividend warrant for the aforesaid years are requested to approach the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited, immediately.

Members are requested to note that no claims shall lie against the Company in respect of unclaimed dividend amount and/or shares transferred to IEPF Authority pursuant to the said Rules.

As mandated by the IEPF Rules; the Company regularly uploads the details of unpaid and unclaimed dividend on the website of the Company at http://investor.bhaskarnet.com/pages/shares. php as well as on the website of the IEPF Authority at http://www.iepf.gov.in. Shareholders may refer the same for information pertaining to their unclaimed dividends.

e. Transfer of shares on which dividend has remained unclaimed:

During the year under review, Rule 6 of the IEPF Rules was brought into effect by the Ministry of Corporate Affairs. Under the said rule, the Company was required to compulsorily transfer all shares on which dividend had not been claimed for seven consecutive years from the date of its declaration, to designated IEPF Suspense Account. In accordance with the same, the Company has transferred 2,868 shares to the IEPF Suspense Account on two occasions during the FY 2017-18. Various due dates for the transfer of such shares in future years are as follows after which the shares will be transferred to IEPF within the prescribed time limits:

Unclaimed Dividend	Date of payment of dividend	Date of completion of seven years
Final Dividend 2010-11	26-Jul-11	25-Jul-18
Interim Dividend 2011-12	17-Feb-12	16-Feb-19
Second Interim Dividend 2011-12	25-May-12	24-May-19
Final Dividend 2011-12	12-Sep-12	11-Sep-19
Interim Dividend 2012-13	8-Feb-13	7-Feb-20
Final Dividend 2012-13	31-Jul-13	30-Jul-20
Interim Dividend 2013-14	8-Feb-14	7-Feb-21
Final Dividend 2013-14	31-Jul-14	30-Jul-21
Interim Dividend 2014-15	7-Feb-15	6-Feb-22
Final Dividend 2014-15	13-Aug-15	12-Aug-22
Interim Dividend 2015-16	12-Feb-16	11-Feb-23
One-Time Special Dividend 2015-16	29-Mar-16	28-Mar-23
Final Dividend 2015-16	24-Aug-16	23-Aug-23
Interim Dividend 2016-17	7-Feb-17	6-Feb-24

Hence members who have not claimed their dividend or encashed their dividend warrants for the aforesaid years are requested to approach the Company's Registrar and Transfer Agent viz. Karvy Computershare Private Limited, immediately to avoid the transfer of such dividend and the corresponding shares to the IEPF Authority.

Members are requested to note that no claims shall lie against the Company in respect of such shares transferred to IEPF Suspense Account pursuant to the said Rules. The Company regularly uploads the details of such shares that have unpaid and unclaimed dividend against them on the website of the Company at http://investor.bhaskarnet.com/pages/shares.php as well as on the website of the IEPF Authority at http://www.iepf.gov.in. Shareholders may refer the same for information pertaining to their shares. The shareholder may also find details regarding shares already transferred to IEPF Suspense Account at the same link.

In case a shareholder wishes to claim their shares after such transfer, shareholders can claim the transferred dividend and the corresponding shares from the IEPF Authority, after following the procedure prescribed under the Rules (please visit www.iepf.gov.in).

f. Payment of Dividend

SEBI vide circular no. CIR/MRD/DP/10/2013 dated 21st March, 2013 has made it mandatory to use electronic payment modes like NEFT, ECS, RTGS to make the payments to investors. Shareholders may kindly note the following:

- National Electronic Clearing Services (NECS) / Electronic Clearing Services (ECS) facility: Shareholders holding shares in electronic form and desirous of availing NECS / ECS facility, are requested to ensure that their correct bank details along with nine digit MICR code of the bank is noted in the records of the Depository Participant (DP). Shareholders holding shares in physical form may please contact the RTA.

- Payment by dividend warrants: To prevent fraudulent encashment of dividend warrants, holders of shares in demat and physical form are requested to provide their correct bank account details to the DP or RTA, as the case may be. These bank account details are printed on the face of the dividend warrant which helps in preventing fraudulent encashment of the same.

g. Course of action in case of non-receipt of dividend, revalidation of dividend warrant, etc.

Shareholders may write to the Company's RTA, furnishing the particulars of the dividend not received, quoting the folio number / DP ID and Client ID particulars (in case of dematerialised shares). On expiry of the validity period, if the dividend warrant still appears as unpaid in the records of the Company, duplicate warrant will be issued. The Company's RTA would request the concerned shareholder to execute an indemnity bond before issuing the duplicate warrant. However, duplicate warrants will not be issued against those shares wherein a 'stop transfer indicator' has been instituted either by virtue of a complaint or by law, unless the procedure for releasing the same has been completed.

Shareholders are requested to note that they have to wait till the expiry of the validity period of the original warrant before a duplicate warrant is issued to them, since the dividend warrants are payable at par at several centers across the country and the banks do not accept 'stop payment' instructions on the said warrants.

h. Address for correspondence

Investors' correspondence may be addressed to the RTA / Compliance Officer of the Company. Shareholders / Investors are requested to forward documents related to share transfer, dematerialisation requests (through their respective Depository Participant) and other related correspondence directly to Karvy Computershare Private Limited at the below mentioned address for speedy response:

Karvy Computershare Pvt. Ltd.
(Unit: D. B. Corp Limited)
Karvy Selenium Tower B,
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032.
Tel No: 040-67162222
Fax No.: 040- 23001153
E-mail Id: einward.ris@karvy.com

Shareholders / Investors can also send the above correspondence to the Compliance Officer of the Company at the following address:

Anita Gokhale
Company Secretary & Compliance Officer
D. B. Corp Limited,
501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G- Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051.
Tel No: 022-71577000
Fax No: 022-71577093
E-mail Id: dbcs@dbcorp.in

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Dy. Managing Director
DIN: 00465092

Place: Mumbai
Date: 19th July, 2018

Auditors’ Certificate Regarding Compliance of Conditions of Corporate Governance

To the Members of
D. B. Corp Limited

We have examined the compliance of conditions of Corporate Governance by D. B. Corp Limited, for the year ended March 31, 2018 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as “SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company’s management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership Number: 48125

Mumbai
July 19, 2018

For **Gupta Mittal & Co.**
Firm registration number: FRN009973C
Chartered Accountants

Shilpa Gupta
Partner
Membership Number: 403763

Mumbai
July 19, 2018

Declaration Regarding Compliance by the Board and Senior Management Personnel with the Code of Conduct

This is to certify that the Company has adopted a Code of Conduct for all Board Members and Senior Managerial Personnel of the Company and this Code has been posted on the website of the Company.

I confirm that in respect of the financial year ended 31st March, 2018, the Company has received a declaration of compliance with the Code of Conduct as applicable to them, from the Members of the Board and the Senior Managerial Personnel of the Company.

Place: Bhopal
Date: 19th July, 2018

Sudhir Agarwal
Managing Director

CEO/CFO Certification

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
D. B. Corp Limited

This is to certify that:

A. We have reviewed the financial statements and the cash flow statement for the financial year 2017-18 and that to the best of our knowledge and belief:

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

   (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

   (1) significant changes in internal control over financial reporting during the year;

   (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **D. B. Corp Limited**

Sudhir Agarwal
Managing Director
DIN: 00051407

P. G. Mishra
Group Chief Financial Officer

Place: Mumbai
Date: 16th May, 2018

Business Responsibility Report

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

i.	Corporate Identity Number (CIN) of the Company	L22210GJ1995PLC047208
ii.	Name of the Company	D. B. Corp Limited
iii.	Address of the Registered office	Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat.
iv.	Website	www.bhaskarnet.com
v.	E-mail id	dbcs@dbcorp.in
vi.	Financial Year reported	2017-18
vii.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Publishing of newspapers (NIC Code: 58) FM Radio Broadcasting (NIC Code: 60) Web Portals (NIC Code: 63)
viii.	Three key products/services that the Company manufactures/provides (as in balance sheet)	1. Printing and publishing of newspapers 2. Operating FM Radio channels 3. Running web portals 4. Mobile App
ix.	Total number of locations where business activity is undertaken by the Company: i. Number of International Locations: ii. Number of National Locations:	 Nil Print Division – 56-Plants across the country Dainik Bhaskar Divya Bhaskar Divya Marathi DB Post Radio Division – 30 FM Radio Stations across the country Digital – Dainik Bhaskar has online news portals "http://www.bhaskar.com/" in Hindi, "http://www.divyabhaskar.com/"in Gujarati and "http://www.divyamarathi.com/"in Marathi among others. It also has 4 mobile apps which give instant news update for its readers.
x	Markets served by the Company – Local/State/National/International	National / Pan India

SECTION B: FINANCIAL DETAILS OF THE COMPANY (as on 31st March, 2018):

1.	Paid up Capital	₹ 1,840.28 Million
2.	Total Turnover	₹ 23,524 Million
3.	Total profit after taxes	₹ 3,245 Million
4.	Total Spending on Corporate Social Responsibility (CSR) as a percentage of profit after tax (%)	During the year under review, the Company has spent ₹ 45.1 Million (which is approx. 1.39 % of its current profits) towards CSR activities.
5.	List of activities in which expenditure in 4 above has been incurred	Please refer to the "Annual Report on CSR activities" which is an annexure to the Board's Report forming a part of this Annual Report.

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/Companies?**
   Yes. As on 31st March, 2018, the Company has 2 subsidiaries.

2. **Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)?**
   No. The Company's business responsibility initiatives have not been extended to its subsidiaries during the reporting period. However, each of the Company's subsidiaries strives to carry out its business in a responsible and diligent manner.

3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**
   No. However, the Company continues to encourage the adoption of BR initiatives by its business partners.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

1. **Details of Director/Directors responsible for BR**

a) Details of the Director responsible for implementation of the BR policy/policies:

Name: Mr. Sudhir Agarwal

DIN: 00051407

Designation: Managing Director

b) Details of the BR head:

Sr. No.	Particulars	Details
1.	DIN	00051407
2.	Name	Sudhir Agarwal
3.	Designation	Managing Director
4.	Telephone number	0755-3988884
5.	E-mail id	dbcs@dbcorp.in

2. **Principle-wise (as per NVGs) BR Policy/policies:**

(a) Details of compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Business Ethics	Product Responsi-bility	Employee Wellbeing	Stake holder Engage-ment	Human Rights	Environ-ment Protection	Public & Regula-tory Policy	CSR	Customer Relation
1	Whether the Company has policies for each of the 9 Principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Whether the policies have been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Whether the policies conform to any national / international standards? If yes, specify (50 words)?	Yes. The policies are in compliance with the national standards. They are also being reviewed and amended from time to time based on the amendments in the respective regulations.								

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Business Ethics	Product Responsi-bility	Employee Wellbeing	Stake holder Engage-ment	Human Rights	Environ-ment Protection	Public & Regula-tory Policy	CSR	Customer Relation
4	Whether the policies are being approved by the Board? If yes, has it been signed by MD/CEO/ or any Director?	Yes.								
5	Does the Company have a specified Committee of the Board /Director /Official to oversee the implementation of the policies?	Yes.								
6	Indicate the link for the policies to be viewed online.	As per Corporate Governance requirements, Company's policies are available at: http://investor.bhaskarnet.com/pages/corporategovernance.php?id=6 All other employee centric policies are available on the Company's intranet.								
7	Whether the policies have been formally communicated to all relevant internal and external stakeholders?	Yes. The policies have been communicated to employees through intranet and to external stakeholders through the Company's website.								
8	Whether the Company has an in-house structure to implement the policy/ policies.	Yes. All policies have well-defined guidelines along with checklist and respective stakeholders are abiding by relevant polices.								
9	Whether the Company has a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Yes. In order to ensure integrity and transparency of business procedures, the Company has established a whistle blower mechanism to enable reporting of any violation or non-conformity to the Company's Code of Conduct. The Company also has a Stakeholders' Relationship Committee to redress grievances of investors. An Internal Complaints Committee has also been constituted which looks into complaints of sexual harassment. The Company has also formed an Ethics Committee under the Whistle Blowing Mechanism which works towards identifying quick and consistent actions to close complaints received and investigated by vigilance department in a timely manner.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes. The Company has an IFC mechanism in place to carry out periodic audits by internal teams and external agencies. Policies are also regularly reviewed by Company's senior management and amended, if need be.								

(b) If answer to Sr. No. 1 against any principle is 'No', please explain why: Not Applicable

3. Governance related to BR:

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. (Within 3 months, 3-6 months, Annually, More than 1 year)

  The assessment of BR performance is done on an ongoing basis by the Managing Director and Senior Management of the Company.

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

  The Report shall be published annually by the Company. The BR Report which is a part of the Annual Report of the Company is available for viewing on the Company's website i.e. www.bhaskarnet.com.

SECTION E: PRINCIPLE-WISE PERFORMANCE

1 PRINCIPLE

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Company has always stressed the importance of work ethics in order to foster a healthy and transparent corporate culture in the Company. It believes in adhering to the greatest governance practices in order to ensure protection of its stakeholders' interests in tandem with healthy growth of the Company. With this belief, the Company has adopted a 'Code of Conduct' extending to all the employees which has laid down the ethical and moral standards of behaviour which is expected from an employee. This code is applicable to all the employees across the levels, including its subsidiaries. The Code intends to forbid any activity / association / relationship by Directors / employees which could bring unfavourable effects to the Company's interest.

Though the code currently do not apply to external stakeholders including suppliers, contractors, NGOs etc., the Company follows zero tolerance on any acts of bribery, corruption etc. by such agencies during their dealings with the Company.

The corporate governance framework is further supported by a Whistle Blower Policy which serves as a mechanism for its directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal. The complainant can blow the whistle by calling on hotline number 18001032931 or sending a mail to dbcorp@intouch-india.com

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof (50 words).

A total of 47 stakeholder complaints were received in financial year 2017-18. 39 complaints (83%) have been satisfactorily resolved as on 31st March, 2018 and the balance 8 complaints (17%) were closed / dealt with appropriately later.

2 PRINCIPLE

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

1. List up to 3 of the Company's products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is primarily involved in the business of printing and publishing of newspapers which focuses on social concerns, risks and opportunities. Further, guided by its vision of driving behavioural change in society to bring socio-economic development, the Company's flagship newspapers viz. Dainik Bhaskar (Hindi Daily), Divya Bhaskar (Gujarati daily) and Divya Marathi (Marathi daily) has time and again incorporated and highlighted social / environmental concerns, risks and/or opportunities.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional).

(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

1. Achieved energy savings of 987172 KWH in the FY 2017-18, despite an increase in print activity.

2. Energy Cost Optimization through conversion from conventional to LED Light which arrested all air leakages.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company's products do not consume energy / water at consumer end.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof (50 words).

The Company strives to reduce environmental impact by employing sustainable procurement practices. In the process of vendor selection, the suppliers are pre-evaluated on various BR parameters. The process of vendor evaluation lays emphasis on conformity of safe working conditions, prevention of child labour, business ethics and general housekeeping by the vendor.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company engages with both local and global suppliers. Company has enrolled numerous local suppliers and vendors in several areas such as local transportation, distributions, house-keeping etc. Being a media company, most of the raw material and consumable are procured from national suppliers, which have contributed to their growth.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof (50 words).

Yes. Paper is one of the world's most recycled materials and the Company sells such paper waste to newsprint manufacturers / traders for the purpose of recycling. Also, water waste from the Company's various printing units is used for irrigation of plants; thereby warranting effective waste management.

3 PRINCIPLE

BUSINESSES SHOULD PROMOTE THE WELLBEING OF ALL EMPLOYEES

1. **Total number of employees:** 10296 (excluding outsource)

2. **Total number of employees hired on temporary/ contractual/casual basis:** 710

3. **Number of permanent women employees:** 616

4. **Number of permanent employees with disabilities:** 29

5. **Whether there are any employee associations that are recognized by management:** No employee association exists.

6. **What percentage of the Company's permanent employees are members of recognized employee associations:** Not Applicable

7. **Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:** 1 (details given below)

Sr. No.	Category	No. of complaints filed during FY	No. of complaints pending as on end of FY
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	1	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of the Company's above mentioned employees were given safety & skill up-gradation training in the last year?

The Company provides various types of training programmes across its functions and locations. These training programmes cover permanent as well as contractual employees. Over 80% of employees have been covered for these training programmes.

The Company also provides safety trainings for the production people working in the printing press. The Company organizes mock drills and 5S training programmes for such people. Technical trainings are also being given to the production teams across locations on various topics like quality, grey bar, CTP and chemical, SAP module, machine maintenance, plant maintenance, preventive maintenance, FERAG O&M, basic of pneumatics, best maintenance practices, ink manufacturing and ink parameters, KBA operations and maintenance etc.

Along with this, there are functional training programmes conducted for other functions like AD Sales, Editorial, HR & Admin which aim at developing the capabilities of the teams. Organization level trainings like G-Suite, SuccessFactors, Mediclaim sessions, travel portal, etc. are also conducted for the employees.

4 PRINCIPLE

BUSINESSES SHOULD RESPECT THE INTEREST OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED

1. **Has the Company mapped its internal and external stakeholders?**

   Yes, the Company has mapped its various key internal and external stakeholders and implements various mechanisms and practices for engaging fruitful dialogues and maintaining a sustained relationship.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?**

   Yes, the Company has identified disadvantaged, vulnerable and marginalized stakeholders through need assessment and is actively working with them towards inclusive growth.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof (50 words).**

   The Company has various policies for its 'circulation agents' and 'hawkers'. Further, Company engages with its under-privileged stakeholder by identifying their needs and priorities so as to serve them accordingly. The initiatives undertaken by the Company for the disadvantaged, vulnerable and marginalized stakeholders are elaborated under Principle 8 and in the Annexure on CSR activities forming part of the Board's Report for the year ended 31st March, 2018.

5 PRINCIPLE

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

   D. B. Corp Limited takes various measures in protecting human rights. The Company maintains a regular check to ensure the prevention of child labour and sexual harassment in its system. There is no discrimination on the basis of gender, caste, creed, etc. in hiring and promoting talent. The Company's policy on human rights is all- encompassing and extends to its group companies as well. The Company also extends full support to its suppliers and other business partners in their efforts to act in accordance with internationally recognized business standards.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   There were no complaints reported on violation of any human rights during the financial year.

6 PRINCIPLE

BUSINESSES SHOULD RESPECT, PROMOTE, AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?**

   Nurturing and safeguarding the environment for long term sustainability is crucial to the Company. The Company keeps its processes under constant checks to ensure environment protection, health management and safety across its business locations. This principle of environment protection also extends to other group companies. The Company, has, on standalone basis, undertaken several green initiatives at all its office locations throughout the year.

Though the policy currently do not apply to external stakeholders (suppliers, contractors, NGOs etc.,) the Company follows zero tolerance on any unsafe activities by its agencies and encourages them to positively work towards creating a better environment.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Yes/No. If yes, please give hyperlink for webpage etc.**

   Yes. The Company has been working on climate change issues by improving its process efficiency and taking initiatives in energy efficiency.

3. **Does the Company identify and assess potential environmental risks?**
   Yes.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof (50 words). Also, if Yes, whether any environmental compliance report is filed?**
   No.

5. **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Yes/No. If yes, please give hyperlink for web page etc.**
   Yes. Across the business locations several energy conservation measures were initiated by the Company like replacing conventional lights with branded LED Lights. Conducting energy audits at different locations was initiated by the Company during the year under review.

   Please refer to Board's Report for FY 2017-18 uploaded on the website of the Company, www.bhaskarnet.com for more details.

6. **Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**
   Yes

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as at the end of the financial year.**
   Nil

7 PRINCIPLE

BUSINESSES WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. **Whether the Company is a member of any trade and chamber or association? If yes, name those major ones that your business deals with:**

   1) Indian Newspaper Society;
   2) Registrar of Newspapers for India;
   3) Audit bureau of Circulations;
   4) Association of Radio Operations of India;
   5) Internet and Mobile Association of India.
   6) Indian Chapter of International Advertising Association.

2. **Whether the Company has advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No. If yes, please specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).**
   The Company has been very active in its involvement with various business associations to support and advocate various issues for readers' / listeners' better experience.

8 PRINCIPLE

BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. **Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.**
   Yes. Essential details of various CSR initiatives taken up by the Company are included in the Annexure on CSR

forming a part of the Board's Report for the year ended 31st March, 2018.

2. **Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/any other Organisation?**
The Company generally undertakes CSR projects through its in-house structure, except for its rural development program wherein expenditure has been made through the help of an implementing agency.

3. **Whether the Company has done any impact assessment of these initiatives?**
The CSR team of the Company regularly does impact assessment of various initiatives undertaken by the Company.

4. **What is the Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**
Details of CSR contributions may be referred in the Annexure on CSR forming part of the Board's Report for the year ended 31st March, 2018.

5. **Whether the Company has taken steps to ensure that these community development initiatives are successfully adopted by the community (explain in 50 words)?**
The CSR team of the Company is widely involved with communities to recognize their needs and requirements. Initiatives are then planned and rolled out in line with the inputs received. This ensures fruitful implementation of initiatives by communities to the extent possible.

9 PRINCIPLE

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. **What percentage of customer complaints/ consumer cases are pending as on the end of financial year?**
There are no material consumer cases / customer complaints outstanding as at the end of financial year 2017-18.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information).**
Not applicable.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof (50 words).**
No.

4. **Whether the Company carried out any consumer survey/consumer satisfaction trends?**
Yes, the Company carries out consumer survey program from time to time.

For and on behalf of the Board of Directors
of **D. B. Corp Limited**

Sudhir Agarwal	**Pawan Agarwal**
Managing Director	Dy. Managing Director
DIN: 00051407	DIN: 00465092

Place: Mumbai
Date: 19th July, 2018

Independent Auditors' Report

TO THE MEMBERS OF D. B. CORP LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying standalone financial statements of D. B. Corp Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

5. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 18, 2017, expressed an unmodified opinion on those financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

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

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

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

    c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

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

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

        i. The Company has disclosed the impact, of pending litigations as at March 31, 2018 on its financial position in its standalone Ind AS financial statements – Refer Note 33 to the Standalone Ind AS Financial Statements;

        ii. The Company has long-term contracts including derivative contracts as at March 31, 2018 for which there were no material foreseeable losses.

        iii. There has been no delay in transferring amounts required to be transferred to the Investor Education Protection Fund by the Company during the year ended March 31, 2018.

        iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number:
FRN012754N/N500016

Priyanshu Gundana
Partner
Membership Number:
109553

Mumbai
May 16, 2018

For **Gupta Mittal & Co**
Chartered Accountants
Firm Registration Number:
FRN009973C

Shilpa Gupta
Partner
Membership Number:
403763

Mumbai
May 16, 2018

Annexure A to Independent Auditors' Report

Referred to in paragraph 11 (f) of the Independent Auditors' Report of even date to the members of D. B. Corp Limited on the standalone financial statements as at and for the year ended March 31, 2018

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

1. We have audited the internal financial controls over financial reporting of D. B. Corp Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For **Price Waterhouse Chartered Accountants LLP**	For **Gupta Mittal & Co**
	Chartered Accountants
Firm Registration Number: FRN012754N/N500016	Firm Registration Number: FRN009973C
Priyanshu Gundana	**Shilpa Gupta**
Partner	Partner
Membership Number: 109553	Membership Number: 403763
Mumbai	Mumbai
May 16, 2018	May 16, 2018

Annexure B to Independent Auditors' Report

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of D. B. Corp Limited on the standalone financial statements as at and for the year ended March 31, 2018

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 3 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 have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 4 on fixed assets to the financial statements, are held in the name of the Company.

ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees given. The Company has not provided any security to the parties covered under Section 185 and 186.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its services of radio broadcasting. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, income tax, employees' state insurance and goods and service tax with effect from July 01, 2017, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including sales tax and service tax, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, service-tax, duty of customs, duty of excise or value added tax or goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2018 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand including Interest	6.41	A.Y. 2007-08 to 2009-10	High Court
Income Tax Act, 1961	Income Tax Demand and Penalty	16.30	A.Y. 2007-08, 2011-12 and 2012-13	Income Tax Appellate Tribunal

viii. 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 loans or borrowings to any financial institution or bank. The Company does not have any loans from Government. Further, the Company has not issued any debentures.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

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

xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended).

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number:
FRN012754N/N500016

Priyanshu Gundana
Partner
Membership Number:
109553

Mumbai
May 16, 2018

For **Gupta Mittal & Co**
Chartered Accountants
Firm Registration Number:
FRN009973C

Shilpa Gupta
Partner
Membership Number:
403763

Mumbai
May 16, 2018

Standalone Balance Sheet

as at March 31, 2018

(₹ in million)

	Notes	As at March 31, 2018	As at March 31, 2017
ASSETS			
Non-current assets			
Property, plant and equipment	4	8,342.25	7,455.54
Capital work-in-progress	4	212.86	213.56
Investment properties	5	595.62	483.18
Intangible assets	6	1,057.36	1,141.60
Financial assets			
Investments	7	434.49	347.89
Bank balances other than cash equivalents	14	3.22	2.16
Loans	8	300.00	-
Other financial assets	9	357.43	335.94
Non-current tax assets (Net)	19	16.85	61.44
Other non-current assets	10	1,911.17	1,967.71
		13,231.25	12,009.02
Current assets			
Inventories	11	1,599.38	1,987.13
Financial assets			
Trade receivables	12	5,417.29	4,176.56
Cash and cash equivalents	13	2,975.70	1,732.40
Bank balances other than cash equivalents	14	230.80	0.93
Loans	8	-	300.00
Other financial assets	9	28.58	7.95
Other current assets	10	920.65	672.23
		11,172.40	8,877.20
TOTAL		**24,403.65**	**20,886.22**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,840.28	1,838.95
Other equity	16	17,500.07	14,149.56
Total equity attributable to equity holders of the parent		**19,340.35**	**15,988.51**
Liabilities			
Non-current liabilities			
Financial liabilities			
Other financial liabilities	18	527.51	486.00
Liabilities for Non-current tax (Net)	19	91.69	69.19
Deferred tax liabilities (Net)	19	804.45	781.00
		1,423.65	1,336.19
Current liabilities			
Financial liabilities			
Borrowings	17	448.65	561.19
Trade payables		2,590.44	2,092.11
Other financial liabilities	18	100.28	351.28
Liabilities for current tax (Net)	19	3.22	-
Provisions	20	192.55	218.45
Other current liabilities	21	304.51	338.49
		3,639.65	3,561.52
TOTAL		**24,403.65**	**20,886.22**
Summary of significant accounting policies	2		

The above Standalone Balance Sheet should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/ N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Standalone Statement of Profit and Loss

for the year ended March 31, 2018

(₹ in million)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Income			
Revenue from operations	**22**	23,284.79	22,574.27
Other income	**23**	238.72	172.13
Total income		**23,523.51**	**22,746.40**
Expenses			
Cost of raw material consumed	**24**	7,341.51	6,608.07
(Increase) / decrease in inventories of finished goods	**25**	(34.06)	0.63
Employee benefit expenses	**26**	4,363.93	4,250.94
Depreciation and amortisation expenses	**27**	922.37	861.63
Finance costs	**28**	66.99	74.48
Other expenses	**29**	5,973.59	5,270.84
Total expenses		**18,634.33**	**17,066.59**
Profit before tax		**4,889.18**	**5,679.81**
Income tax expenses			
Current income tax	**19**	1,651.22	1,927.80
Deferred tax (credit)	**19**	(6.60)	(21.05)
Total income tax expense		**1,644.62**	**1,906.75**
Profit for the year		**3,244.56**	**3,773.06**
Other comprehensive income			
Items that will not to be reclassified to profit or loss:			
Remeasurement gain / (losses) on defined benefit plans		10.30	(31.61)
Income tax effect		(3.49)	10.94
		6.81	(20.67)
Net gain / (loss) on fair value through other comprehensive income ('FVTOCI') equity instruments		92.58	(1.73)
Income tax effect		(26.56)	-
		66.02	(1.73)
Other comprehensive income for the year, net of tax		**72.83**	**(22.40)**
Total comprehensive income for the year		**3,317.39**	**3,750.66**
Earnings per equity share ('EPS') [nominal value of share ₹ 10 (March 31, 2017: ₹ 10)]	**30**		
Basic EPS		17.64	20.53
Diluted EPS		17.61	20.48
Summary of significant accounting policies	**2**		

The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Standalone Statement of Change in Equity

for the year ended March 31, 2018

A. Equity share capital (Refer Note 15)

(₹ in million)

Particulars	Amount
Balance as at April 01, 2016	**1,837.39**
Changes in equity share capital	1.56
Balance as at March 31, 2017	**1,838.95**
Changes in equity share capital	1.33
Balance as at March 31, 2018	**1,840.28**

B. Other equity (Refer Note 16)

(₹ in million)

Particulars	Reserve and surplus					Other reserves	Total equity
	Capital redemption reserve	Securities premium	Share option outstanding	General reserve	Retained earnings	FVOCI - Equity Instruments	
Balance as at April 01, 2016	**0.01**	**2,472.97**	**69.72**	**421.48**	**9,205.41**	**(12.84)**	**12,156.75**
Profit for the year	-	-	-	-	3,773.06	-	3,773.06
Others comprehensive income	-	-	-	-	(20.67)	(1.73)	(22.40)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**3,752.39**	**(1.73)**	**3,750.66**
Equity shares issued during the year	-	42.65	(25.93)	-	-	-	16.72
Final dividend for the year ended March 31, 2016	-	-	-	-	(781.04)	-	(781.04)
Interim dividend for the year ended March 31, 2017	-	-	-	-	(735.45)	-	(735.45)
Dividend Distribution Tax	-	-	-	-	(308.73)	-	(308.73)
Employee compensation cost (Net of forfeiture / lapse)	-	-	50.65	-	-	-	50.65
Balance as at March 31, 2017	**0.01**	**2,515.62**	**94.44**	**421.48**	**11,132.58**	**(14.57)**	**14,149.56**
Profit for the year	-	-	-	-	3,244.56	-	3,244.56
Others comprehensive income	-	-	-	-	6.81	66.02	72.83
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**3,251.37**	**66.02**	**3,317.39**
Equity shares issued during the year	-	37.58	(23.90)	-	-	-	13.68
Employee compensation cost (Net of forfeiture / lapse)	-	-	19.45	-	-	-	19.45
Balance as at March 31, 2018	**0.01**	**2,553.20**	**89.99**	**421.48**	**14,383.95**	**51.45**	**17,500.07**

Significant accounting policies **2**

The above Standalone Statement of Changes in Equity should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/ N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Statement of Cash Flow

for the year ended March 31, 2018

(₹ in million)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
A. Cash flow from operating activities			
Profit before tax		4,889.18	5,679.81
Adjustments to reconcile profit before tax to net cash flows			
Loss on disposal of property, plant and equipment (net)		10.36	24.89
Loss / (gain) on sale of investment properties		0.68	(3.32)
Finance costs		66.99	74.48
Interest income		(162.77)	(118.43)
Depreciation and amortisation expenses		922.37	861.63
Net gain on fair valuation / sale of investment through profit and loss		-	(231.25)
Employee share based payment expense		19.45	50.65
Impairment allowance for doubtful advances		56.68	68.80
Bad debts written off		0.52	1.13
Allowance for trade receivable		127.00	84.21
Net foreign exchange differences		25.83	(19.06)
Operating profit before working capital changes		**5,956.29**	**6,473.54**
Changes in working capital			
Decrease / (Increase) in inventories		387.75	(312.40)
Increase in trade receivables		(1,368.25)	(490.29)
(Increase) / decrease in other financial assets		(7.07)	37.42
Increase in other assets		(210.85)	(4.04)
Increase in other financial liabilities		46.26	44.42
Increase / (decrease) in trade payables		480.12	(9.69)
Decrease in other liabilities		(33.98)	(128.78)
Decrease in employee benefit obligations		(15.60)	(16.42)
(Decrease) / increase in derivatives not designated as hedges		(7.76)	5.04
Cash flow generated from operations		**5,226.91**	**5,598.80**
Direct taxes paid		(1,580.91)	(1,940.91)
Net cash flow from operating activities	**(A)**	**3,646.00**	**3,657.89**
B. Cash flow from investing activities			
Payment for property, plant and equipment (including capital work-in-progress and capital advances)		(1,822.09)	(540.24)
Proceeds from sale of property, plant and equipment		28.88	11.50
Payments for investment properties		(93.93)	(280.16)
Proceeds from sale of investments		5.97	411.51
Purchase of investments of DB Infomedia Pvt. Ltd		-	(68.01)
Fixed deposits with maturity period more than three months matured / (placed) (Net)		(231.03)	7.99
Interest received		128.20	75.61
Net cash flow used in investing activities	**(B)**	**(1,984.00)**	**(381.80)**

Statement of Cash Flow

for the year ended March 31, 2018

(₹ in million)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
C. Cash flow from financing activities			
Long-term borrowings repaid		(260.50)	(272.17)
Short-term borrowings repaid		(1,156.01)	(1,466.99)
Short-term borrowings taken		1,034.11	1,167.51
Dividend paid		(0.13)	(1,517.87)
Dividend distribution tax ('DDT')		-	(308.73)
Interest paid		(51.17)	(56.04)
Proceeds from issue of shares under ESOS		15.00	18.28
Net cash flow used in financing activities	**(C)**	**(418.70)**	**(2,436.01)**
Net increase in cash and cash equivalents	**(A)+(B)+(C)**	**1,243.30**	**840.08**
Cash and cash equivalents at the beginning of the year		1,732.40	892.32
Cash and cash equivalents at the end of the year		2,975.70	1,732.40
Net increase in cash and cash equivalents		**1,243.30**	**840.08**

For details of components of cash and cash equivalents, Refer Note 13.	
Significant accounting policies	2

The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

1. Nature of operations :

D. B. Corp Limited (the 'Company') is in the business of publishing newspapers, radio broadcasting, providing integrated internet and mobile interactive services and event management. The Company is a public limited company domiciled in India and was incorporated under the provisions of the Companies Act, 1956. The major brands in publishing business are 'Dainik Bhaskar' (Hindi daily), 'Divya Bhaskar' and 'Saurashtra Samachar' (Gujarati dailies), 'Divya Marathi' (Marathi daily), and 'DB Post' (English daily), and monthly magazines such as 'Aha Zindagi', 'Bal Bhaskar', etc. Presently, the Company's radio station is on air in 30 cities under the brand name 'My FM'. The frequency allotted to the Company's radio station is 94.3. Internet business includes the websites of dainikbhaskar.com, divyabhaskar.com, dailybhaskar.com, divyamarathi.com and homeonline.com.

The Company derives its revenue mainly from the sale of its publications and advertisements published in the publications, aired on radio, displayed on websites and portal and mobile interactive services.

2. Significant accounting policies

2.1 Basis of accounting and preparation

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements are prepared on a going concern basis. These are presented in INR and all values are rounded to the nearest million ₹ (000,000) except when otherwise indicated. The financial statements have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

2.2 Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Historical costs include expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Costs of construction that relate directly to the specific asset and cost that are attributable to the construction activity in general and can be allocated to the specific assets are capitalised. Income earned during the construction period

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

and income from trial runs is deducted from such expenditure pending allocation.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

In respect of its interests in jointly controlled assets, the Company recognises its share of the jointly controlled assets in its financial statements, classifying the jointly controlled asset as per its nature.

2.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility and other criteria set out in Ind AS 38 – 'Intangible assets' have been established, in which case such expenditure is capitalised.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

2.4 Investment property

Property that is held for long term rental yield or for capital appreciation or both and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repair and maintenance are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.5 Depreciation and amortisation

The Company provides depreciation on property, plant and equipment, investment properties using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management which are equal to the corresponding rates prescribed in Schedule II to the Act. Further, Company provides amortisation of intangible asset using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management.

The Company has used the following lives to provide depreciation and amortisation:

Category	Useful lives (in years)
Investment Properties - Building	60
Leasehold Land	30 to 99
Factory buildings	30 to 60
Office and residential buildings	60
Plant and machineries	15
Office equipments	5
Vehicles	8
Furniture and fixtures	10
Electric Fittings, Fans and Coolers	10
Computers and servers	3 and 6
One time license fees for radio stations	Over the license period i.e. 15 years
Computer software including ERP	6

The residual values, useful lives and methods of depreciation and amortisation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes

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2.6 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset/cash generating unit is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separate identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generated units). Non- financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.7 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company is the lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a Lessee, lease in which significant portion of risks and rewards of ownership are not transferred to the Company are classified as operating lease. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

2.8 Inventories

Raw materials (Newsprint and stores and spares) and finished goods (magazines) are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

2.9 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Advertisement revenue

Revenue is recognised as and when advertisement is published in newspaper / aired on radio / displayed on website in accordance with the terms of the contract with customer.

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Sale of newspapers, magazines, wastage and scrap

Revenue is recognised when all the significant risks and rewards of ownership have passed on to the buyer, usually on delivery of the goods.

Printing job charges

Revenue from printing job work is recognised on the completion of job work as per terms of the agreement with the customer.

Income from event management

Revenue from event management is recognised as and when the event management services are rendered as per the terms of agreement.

Interest

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.10 Barter transactions

Revenue from barter transactions involving exchange of advertisements with non-monetary assets is measured at fair value of such non-monetary assets received.

The receivable relating to property barter agreements is grouped as advance for properties and included under the head 'Other assets'.

2.11 Foreign currency transactions

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (₹), which is Company's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate prevailing on that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within Foreign exchange loss (net).

2.12 Employee benefits

i) Short term obligation

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Termination benefits are recognised as an expense as and when incurred.

ii) Other long-term employee benefit obligations

Compensated Absences

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

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The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post employment obligations

a) Defined contribution plans

A defined contribution plan is a post-employment plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts.

The Company contributes to Provident Fund, Employee's State Insurance Fund and Employees Deposit Linked Insurance scheme and has no further obligation beyond making its contribution. The Company's contributions to the above funds are charged to the Statement of Profit and Loss.

b) Defined benefit plans

Gratuity

The Company provide for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Company makes contributions to a trust administered and managed by insurance companies to fund the gratuity liabilities. The Gratuity Plan provides a lump sum payment of vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

2.13 Income taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates items recognised directly in equity or in other comprehensive income.

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are

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subject to interpretation and establishes provisions where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.14 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

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

2.15 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

Where there is a possible obligation or a present obligation and the likelihood of the outflow of the resources is remote, no provision or disclosure for contingent liability is required.

2.16 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange difference are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.17 Earnings per equity share ('EPS')

Basic 'EPS' amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted 'EPS' amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares

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outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.18 Cash and cash equivalents

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

2.19 Employee stock compensation cost

Share-based compensation benefits are provided to employees via the DB Corp Ltd Employee stock compensation Plan. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black and Scholes valuation model. The fair value of options granted is recognised as an employee benefit expenses with a corresponding increase in equity.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

2.20 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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2.21 Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets.

Subsequent measurement

Financial assets at amortised cost

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Derivatives and equity instruments at Fair Value Through Profit or Loss ('FVTPL')
- Equity instruments measured at FVTOCI

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost using the effective interest rate ('EIR') method if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest ('SPPI') on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, deposits and advances.

Derivative financial instruments

The Company uses forward currency contracts, to hedge its foreign currency risks. Such forward currency contracts are initially recognised at fair value on the date on which a forward currency contracts is entered into and as at balance sheet date any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

Equity Investment in Subsidiary

Equity investments in subsidiary are measured at historical cost.

Other Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives financial instruments, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.22 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

3 (A) Significant accounting judgments, estimates and assumptions:

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgements are:

(i) Judgement for operating lease commitments (Refer Note 32)

(ii) Estimation of useful life of property, plant and equipment, investment properties and intangibles assets (Refer Note 4, 5 and 6)

(iii) Estimation of defined benefit obligation (Refer Note 20, 26 and 35)

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

(iv) Estimation of contingent liabilities (Refer Note 33)

(v) Estimation of share based payments (Refer Note 36)

(vi) Estimation of impairment of trade receivables (Refer Note 12)

3 (B) Recent accounting pronouncements

Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the 'Rules') on March 28, 2018. The Rules notify the new revenue standards Ind AS 115 'Revenue from Contracts with Customers' and also bring in amendments to existing Ind AS. The Rules shall be effective from reporting period beginning on or after April 1, 2018 and cannot be early adopted.

(a) Amendment to Ind AS 115

This Ind AS 115 'Revenue from Contracts with Customers will replace with the existing revenue standard of Ind AS 18 'Revenue' and Ind AS 11 'Construction Contracts'. The new standards establish uniform requirements regarding the amount, timing and time period of revenue recognition. It provides a principle based five step model that must be applied to all categories of contracts with customers. Revenue will be recognised when the customer will obtain the control of the goods or services provided.

The Company will introduce Ind AS 115 based on the modified retrospective method. As a result, the effect of transition as at April 1, 2018 will be recognised cumulatively in retained earnings. The Prior year figures will not be adjusted. The company is in the process of evaluating the requirements of the new standard and the effect on the financial statements is not likely to be material.

(b) Amendments to Ind AS 40

Amendments to Ind AS 40 "Investment property - Transfers of investment property" clarifies that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer.

Management has assessed the effects of the amendment on classification of existing property as at April 01, 2018 and concluded that no reclassifications are required.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

4 Property, plant and equipment

(₹ in million)

Particulars	Freehold land	Leasehold land	Buildings	Furniture and fixtures	Plant and machinery (Refer Note 1)	Office equipments	Vehicles	Electric Fittings, Fans and Coolers	Computers	Total Tangible Assets	Capital work-in-progress
Gross block value as at April 01, 2016	**74.84**	**156.75**	**1,868.86**	**674.92**	**7,990.55**	**305.62**	**46.17**	**481.55**	**595.73**	**12,194.99**	**458.53**
Additions during the year	-	-	15.71	54.66	323.35	27.45	13.10	21.86	57.50	513.63	268.66
Deletions during the year	-	-	0.01	6.23	45.32	7.82	4.77	2.61	13.98	80.74	513.63
Gross block value as at March 31, 2017	**74.84**	**156.75**	**1,884.56**	**723.35**	**8,268.58**	**325.25**	**54.50**	**500.80**	**639.25**	**12,627.88**	**213.56**
Additions during the year	-	0.36	247.75	206.63	907.00	67.52	30.76	81.74	191.22	1,732.98	1,732.28
Deletions during the year	-	-	4.46	30.16	33.26	16.52	1.15	10.92	44.28	140.75	1,732.98
Gross block value as at March 31, 2018	**74.84**	**157.11**	**2,127.85**	**899.82**	**9,142.32**	**376.25**	**84.11**	**571.62**	**786.19**	**14,220.11**	**212.86**
Accumulated depreciation as at April 01, 2016	**-**	**5.61**	**233.35**	**314.30**	**3,006.84**	**217.85**	**24.41**	**204.84**	**442.84**	**4,450.04**	**-**
Depreciation for the year	-	2.74	45.33	63.37	501.96	27.70	4.41	52.91	68.22	766.64	-
Accumulated depreciation on disposals	-	-	0.00	3.90	18.28	4.30	3.04	1.69	13.13	44.34	-
Accumulated depreciation as at March 31, 2017	**-**	**8.35**	**278.68**	**373.77**	**3,490.52**	**241.25**	**25.78**	**256.06**	**497.93**	**5,172.34**	**-**
Depreciation for the year	-	2.74	46.98	66.53	528.72	28.20	6.64	50.57	76.98	807.36	-
Accumulated depreciation on disposals	-	-	0.78	23.84	14.89	13.77	0.65	9.04	38.87	101.84	-
Accumulated depreciation as at March 31, 2018	**-**	**11.09**	**324.88**	**416.46**	**4,004.35**	**255.68**	**31.77**	**297.59**	**536.04**	**5,877.86**	**-**
Net Block as at March 31, 2017	**74.84**	**148.40**	**1,605.88**	**349.58**	**4,778.06**	**84.00**	**28.72**	**244.74**	**141.32**	**7,455.54**	**213.56**
Net Block as at March 31, 2018	**74.84**	**146.02**	**1,802.97**	**483.36**	**5,137.97**	**120.57**	**52.34**	**274.03**	**250.15**	**8,342.25**	**212.86**

Notes

1) Plant and machinery above includes common transmission infrastructure used in Radio business by the Company which are jointly controlled assets as at March 31, 2018:
   Gross block - ₹ 162.85 milliion (March 31, 2017: ₹ 165.07 million)
   Net block - ₹ 60.85 million (March 31, 2017: ₹ 69.56 million)

2) For assets pledge Refer Note 17 (A) and (B).

3) Assets given on lease - For details of assets given on lease, Refer Note 32 (b).

4) Capital Commitments - Refer Note 34 for disclosure of contractual commitments for acquisition of property, plant and equipments.

5) Capital work-in-progress mainly comprises of plant and machinery of ₹ 146.80 millions.

Notes
to the Standalone Financial Statements as at and for the year ended March 31, 2018

5 Investment properties

(₹ in million)

Particulars	Land	Building	Total
Gross block value as at April 01, 2016	**4.57**	**266.79**	**271.36**
Additions during the year	21.68	209.94	231.62
Deletion during the year	-	10.21	10.21
Gross block value as at March 31, 2017	**26.25**	**466.52**	**492.77**
Additions during the year	1.99	155.86	157.85
Deletion during the year	-	38.38	38.38
Gross block value as at March 31, 2018	**28.24**	**584.00**	**612.24**
Accumulated depreciation as at April 01, 2016	**-**	**5.07**	**5.07**
Depreciation for the year	-	5.06	5.06
Accumulated depreciation on disposals	-	0.54	0.54
Accumulated depreciation as at March 31, 2017	**-**	**9.59**	**9.59**
Depreciation for the year	-	8.18	8.18
Accumulated depreciation on disposals	-	1.15	1.15
Accumulated depreciation as at March 31, 2018	**-**	**16.62**	**16.62**
Net block as at March 31, 2017	**26.25**	**456.93**	**483.18**
Net block as at March 31, 2018	**28.24**	**567.38**	**595.62**

Information regarding income and expenditure of Investment property

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Rental income derived from investment properties	0.09	1.31
Profit arising from investment properties before depreciation and indirect expenses	0.09	1.31
Less – Depreciation	(8.18)	(5.06)
Loss arising from investment properties before indirect expenses	**(8.08)**	**(3.75)**

The investment properties consist of commercial and residential properties, Based on the management's assessment of the nature, characteristics and risks of each property as at March 31, 2018 the fair values of the properties are ₹ 624.06 million (March 31, 2017: ₹ 512.21 million).

Estimation of fair value

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- discounted cash flow projections based on reliable estimates of future cash flows
- capitalised income projections based upon a property's estimated net market income and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by independent valuers and / or management's internal assessment. All resulting fair value estimates for investment properties are included in level 3.

Refer Note 34 for Contractual obligations to purchase, construct or develop investment property.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

6 Intangible assets

(₹ in million)

Particulars	One time license fees	Computer software- including ERP	Total intangible assets
Gross block value as at April 01, 2016	**1,245.42**	**224.88**	**1,470.30**
Additions during the year	322.49	8.61	331.10
Deletion during the year	-	-	-
Gross block value as at March 31, 2017	**1,567.91**	**233.49**	**1,801.40**
Additions during the year	-	22.92	22.92
Deletion during the year	-	1.80	1.80
Gross block value as at March 31, 2018	**1,567.91**	**254.61**	**1,822.52**
Accumulated amortisation as at April 01, 2016	**458.60**	**111.27**	**569.87**
Amortisation for the year	63.35	26.58	89.93
Accumulated amortisation on disposals	-	-	-
Accumulated amortisation as at March 31, 2017	**521.95**	**137.85**	**659.80**
Amortisation for the year	77.72	29.11	106.83
Accumulated amortisation on disposals	-	1.47	1.47
Accumulated amortisation as at March 31, 2018	**599.67**	**165.49**	**765.16**
Net block as at March 31, 2017	**1,045.96**	**95.64**	**1,141.60**
Net block as at March 31, 2018	**968.24**	**89.12**	**1,057.36**

Remaining unamortised period of intangible assets is as follows:

Particulars	Remaining unamortised period (In years)
One time license fees	5 to 14
Computer software- including ERP	1 to 6

7 Investments

(₹ in million)

	Particulars	March 31, 2018	March 31, 2017
A	**Investments in subsidiary:**		
	Investment in equity shares (Unquoted, fully paid up, valued at cost):		
	1,050,500 (March 31, 2017: 1,050,500) equity shares of ₹ 10 each fully paid up of DB Infomedia Private Limited	10.46	10.46
	Investment in preference shares (at fair value through profit and loss):		
	681,000 (March 31, 2017: 681,000), 7.5 % redeemable preference shares of ₹ 100 each of DB Infomedia Private Limited	68.10	68.10
B	**Non - current investments at fair value through OCI (fully paid) (Refer Note 39):**		
	(a) Quoted investments in equity shares:		
	Nil (March 31, 2017: 300,000) equity shares of ₹ 10 each of Ajcon Global Services Limited	-	5.70

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Particulars		March 31, 2018	March 31, 2017
	52,136 (March 31, 2017: 52,136) equity shares of ₹ 10 each of Everonn Education Limited	-	0.63
	5,340,000 (March 31, 2017: 5,340,000) equity shares of ₹ 5 each of DMC Education Limited	-	3.74
	665,863 (March 31, 2017: 665,863) equity shares of ₹ 10 each of Timbor Home Limited	-	-
(b)	**Unquoted investments:**		
(i)	**Investment in equity shares:**		
	100,000 (March 31, 2017: 100,000) equity shares of ₹ 10 each of Dwarkas Gems Limited	-	-
	375,000 (March 31, 2017: 375,000) equity shares of ₹ 10 each of Arvind Coirfoam Private Limited	-	-
	325,000 (March 31, 2017: 325,000) equity shares of ₹ 10 each of Micro Secure Solution Limited	-	-
	81,085 (March 31, 2017: 81,085) equity shares of ₹ 10 each of Naaptol Online Shopping Private Limited	342.55	221.77
	486,825 (March 31, 2017: 486,825) equity shares of ₹ 10 each of Neesa Leisure Limited	-	13.10
	140,000 (March 31, 2017: 140,000) equity shares of ₹ 10 each of Trophic Wellness Private Limited	-	11.01
	1,100,917 (March 31, 2017: 1,100,917) equity shares of ₹ 1 each of Abbee Consumables and Peripherals Sshope Limited	-	-
	2,434 (March 31, 2017: 2,434) equity shares of ₹ 10 each of Koochie Play Systems Private Limited	13.37	13.37
	100 (March 31, 2017: 100) equity shares of ₹ 100 each of United News of India	0.01	0.01
	10 (March 31, 2017: 10) equity shares of ₹ 100 each of Press Trust of India	0.00	0.00
(ii)	**Investment in debentures and warrants: (fully paid)**		
	200,000 (March 31, 2017: 200,000), Zero % fully convertible debentures of ₹ 100 each of Cubit Computers Private Limited	-	-
	700,935 (March 31, 2017: 700,935) convertible warrants of ₹ 53.50 of Edserv Softsystems Limited	-	-
	1 (March 31, 2017: 1), Zero % fully convertible debenture of ₹ 8,500,000 each of Roxton (Italy) Clothing Private Limited	-	-
Total non - current investments		**434.49**	**347.89**
Aggregate cost of quoted investments		75.00	80.70
Aggregate market value of quoted investments		-	10.07
Aggregate cost of unquoted investments		315.91	315.91
Aggregate amount of impairment in value of investments		347.52	319.04

Investments at fair value through OCI and statement of profit and loss reflect investment in quoted and unquoted equity and debt securities.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

8 Loans

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Unsecured, considered good				
Inter-corporate loan	300.00	-	-	300.00
	300.00	**-**	**-**	**300.00**

During the current year, the Company has given a loan of ₹ 300 million to a newsprint supplier agent of the Company at interest rate of 10% p.a. This loan is to be utilised by the borrower for meeting its working capital requirements and business needs. The loan is repayable on or before March 31, 2020.

9 Other financial assets
(Unsecured considered goods unless stated otherwise)

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Security deposit against lease of properties [Refer Note 31 (b)]	158.90	142.82	-	-
Deposit with suppliers and others	198.53	193.12	-	-
Interest accrued on fixed deposits	-	-	24.04	3.83
Derivative assets*	-	-	0.38	-
Receivables from subsidiaries	-	-	4.16	4.12
	357.43	**335.94**	**28.58**	**7.95**

*While the Company entered into other foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

10 Other assets
(Unsecured, considered good unless stated otherwise)

(₹ in million)

	Particulars	Non-current		Current	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
a	**Capital advances**				
	Advances for capital goods	121.58	56.51	-	-
b	**Advances for properties**				
	Considered good	673.10	757.15	-	-
	Considered doubtful	199.08	142.40	-	-
		872.18	899.55	-	-
	Less: impairment allowance for doubtful advances	199.08	142.40	-	-
		673.10	**757.15**	**-**	**-**
c	**Advances to related parties**				
	Advances recoverable in cash or kind or for value to be received	-	-	61.71	38.66
		-	**-**	**61.71**	**38.66**
d	**Other assets**				
	Prepayments for premises	1,102.83	1,148.74	45.92	45.96
	Advances to suppliers and others	-	-	759.23	562.00

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Advances to employees	-	-	53.79	25.61
Balances with statutory / government authorities	13.66	5.31	-	-
Considered doubtful				
Advance to suppliers	1.10	1.10	-	-
	1,117.59	1,155.15	858.94	633.57
Less: Impairment allowance for doubtful advances	1.10	1.10	-	-
	1,116.49	1,154.05	858.94	633.57
Total other assets	**1,911.17**	**1,967.71**	**920.65**	**672.23**

Note:

Refer Note 31 (b) for details of advances from related parties and firms / companies in which director is a partner, or a director or a member.

11 Inventories

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Raw material*	1,104.53	1,624.66
Finished goods	37.82	3.77
Stores and spares	457.03	358.70
	1,599.38	**1,987.13**

*Amount includes raw material in transit of ₹ 184.54 millions (March 31, 2017: ₹ 259.41 millions)

12 Trade receivables

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Secured, considered good	-	-
Unsecured, considered good	5,417.29	4,176.56
Doubtful	514.88	467.68
Total	**5,932.17**	**4,644.24**
Allowance for doubtful debts	(514.88)	(467.68)
Total trade receivables	**5,417.29**	**4,176.56**

Refer Note 31 (b) for details of receivables from related parties and firms / companies in which director is a partner, or a director or a member.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

13 Cash and cash equivalents

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Balances with banks		
On current account	514.77	671.00
Deposits with original maturity of less than 3 months	2,090.03	751.05
Cheques on hand	345.16	294.10
Cash on hand	25.74	16.25
	2,975.70	**1,732.40**

Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

14 Bank balances other than cash equivalents

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Bank deposits with original maturity of more than 3 months but less than 12 months	-	-	230.00	0.03
Banks deposits with original maturity of more than 12 months	3.22	2.16	-	-
Unclaimed dividend accounts	-	-	0.80	0.90
	3.22	**2.16**	**230.80**	**0.93**

15 Share capital

Particulars	March 31, 2018		March 31, 2017	
	Nos. in millions	(₹ in millions)	Nos. in millions	(₹ in millions)
Authorised shares				
a. 249,000,000 (March 31, 2017: 249,000,000) Equity Shares of ₹ 10 each	249.00	2,490.00	249.00	2,490.00
b. 1,000 (March 31, 2017: 1,000), 0%, Non- Convertible Redeemable Preference Shares of ₹ 10,000 each	0.00	10.00	0.00	10.00
Total authorised share capital (a+b)	**249.00**	**2,500.00**	**249.00**	**2,500.00**

Issued, subscribed and fully paid-up shares

Particulars	March 31, 2018		March 31, 2017	
	Nos. in millions	(₹ in millions)	Nos. in millions	(₹ in millions)
Equity shares				
At the beginning of the year	183.90	1,838.95	183.74	1,837.39
Issued during the year -Employee Stock Option Schemes ('ESOS')	0.13	1.33	0.16	1.56
Total issued, subscribed and fully paid-up share capital	**184.03**	**1,840.28**	**183.90**	**1,838.95**

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(a) Terms/ rights attached to each class of shares

Equity shares:

The Company has only one class of equity shares having a par value ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

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

(b) Details of shareholders holding more than 5% shares of the Company

Name of shareholders	March 31, 2018		March 31, 2017	
	Nos. in millions	% of hold	Nos. in millions	% of hold
Equity shares of ₹ 10 each fully paid				
Nalanda India Equity Fund Limited	17.39	9.45	14.99	8.15
DB Consolidated Private Limited (formerly known as Peacock Trading and Investments Private Limited)	89.79	48.79	89.79	48.83

(c) Shares reserved for issue under options

For detail of shares reserved for issue under the Employee Stock Option Schemes ('ESOS') of the Company, Refer Note 36.

(d) Distribution made and proposed

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
(i) Cash dividends on equity shares declared and paid:		
Final Dividend* (March 31, 2017: ₹ 4.25 per share)	-	781.04
Dividend Distribution Tax on final dividend	-	159.01
Interim Dividend (March 31, 2017: ₹ 4.00 per share)	-	735.45
Dividend Distribution Tax on interim dividend	-	149.72
	-	**1,825.22**

*Final dividend represents ₹ 4.25 per share for the year ended March 31, 2016 proposed by the board and approved by the shareholders during the year ended March 31, 2017.

(ii) Dividend not recognised at the end of the reporting period:

Since the year end, the directors have recommended the payment of a final dividend of ₹ 1 /- per fully paid equity share, aggregating ₹ 184.05 million and dividend distribution tax on proposed dividend is ₹ 37.83 million. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

16 Other equity

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Capital redemption reserve	0.01	0.01
Securities premium reserve	2,553.20	2,515.62
Share options outstanding account	89.99	94.44
General reserve	421.48	421.48
Retained earnings	14,383.95	11,132.58
Other reserves (FVOCI - Equity Instruments)	51.45	(14.57)
Total Other equity	**17,500.07**	**14,149.56**
Movement in other equity is as follows:		
Capital redemption reserve		
Balance at the beginning of the year	0.01	0.01
Closing balance	**0.01**	**0.01**
Securities premium reserve		
Balance at the beginning of the year	2,515.62	2,472.97
Add: Premium on exercise of employee stock options	37.58	42.65
Closing balance	**2,553.20**	**2,515.62**
Share options outstanding account (Refer Note 36)		
Gross employee stock options at the beginning of the year	94.44	69.72
Equity share issued during the year	(23.90)	(25.93)
Employee compensation cost (Net of forfeiture / lapse)	19.45	50.65
Closing balance	**89.99**	**94.44**
General reserve		
Balance at the beginning of the year	421.48	421.48
Closing balance	**421.48**	**421.48**
Retained earnings		
Balance at the beginning of the year	11,132.58	9,205.41
Profit for the year	3,244.56	3,773.06
Items of other comprehensive income recognised directly in retained earnings		
- Re-measurement gain / (loss) of post employment benefit obligation (net of tax)	6.81	(20.67)
Less: Appropriations		
Final Equity Dividend [amount per share ₹ Nil (March 31, 2017: ₹ 4.25)]	-	781.04
Interim Equity Dividend [amount per share ₹ Nil (March 31, 2017: ₹ 6.75)]	-	735.45
Dividend Distribution Tax	-	308.73
Closing balance	**14,383.95**	**11,132.58**
Other reserves (FVOCI - Equity Instruments)		
Balance at the beginning of the year	(14.57)	(12.84)
Add: Transfer from Profit and Loss	66.02	(1.73)
Closing balance	**51.45**	**(14.57)**
Total Other equity	**17,500.07**	**14,149.56**

Notes
to the Standalone Financial Statements as at and for the year ended March 31, 2018

Nature and purpose of reserves:

a) Capital redemption reserve

The company is required to create capital redemption reserve out of the profit which is available for payment of dividend for the purpose of redemption of preference shares.

b) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

c) Employee share option outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

d) FVOCI - Equity Instruments

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

17 Borrowings

(₹ in million)

Particulars	Non-current portion		Current maturities	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
(A) Long-term borrowing				
Foreign currency loans from financial institution (secured) (Refer Note below)	-	-	-	247.70
The above amount includes				
Amount disclosed under the head "Other financial liabilities" (Refer Note 18)	-	-	-	(247.70)
	-	**-**	**-**	**-**

Foreign currency loans from financial institution

Agco Finance GmbH:

The loan carried interest rate @ LIBOR plus 0.68% repayable in equal half yearly installments. The loan was secured by first pari passu charge with other lenders on plant and machinery and other project assets acquired from the said term loan. The final installment was paid during the current year.

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
(B) Short-term borrowings		
Secured		
Buyers' credit from banks [Refer Note (i) below]	301.04	287.68
Total secured borrowings	301.04	287.68
Unsecured		
Buyers' credit from banks [Refer Note (ii) below]	147.61	273.51
Total unsecured borrowings	147.61	273.51
Total borrowings	**448.65**	**561.19**

Buyers' credit facilities:

(i) Secured buyers' credit facilities from banks are secured by first charge on the current assets and second charge on moveable fixed assets of the Company with other consortium bankers. Interest rates for buyers' credit are multiline rates ranging between 1.89% p.a. and 3.36% p.a. (March 31, 2017: between 1.38% p.a. and 1.72% p.a.). They are repayable within 90 days to 180 days.

(ii) Interest rates for unsecured buyers' credits are multiline rates ranging between 1.75% p.a. and 2.17% p.a. (March 31, 2017: between 1.41% p.a. and 1.82% p.a.). They are repayable within 90 days to 180 days.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

Net debt reconciliation (₹ in million)

Particulars	**Working capital loan**	**Long Term loan**	**Total**
Debt (including accrued interest) as at April 1, 2017	563.06	248.16	811.22
Cash flows	(121.91)	(260.49)	(382.40)
Effect of foreign exchange rate fluctuation	9.36	(1.73)	7.63
Amortised cost of loan processing	-	14.52	14.52
Interest expenses during the year (Refer Note below)	12.15	3.66	15.81
Interest paid	(12.06)	(4.12)	(16.18)
Debt (including accrued interest) as at March 31, 2018	**450.60**	**-**	**450.60**

Note:

Interest expenses/ payment includes interest relating to borrowings only.

18 Other financial liabilities

(₹ in million)

Particulars	**Non-current**		**Current**	
	March 31, 2018	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**
Other current liabilities				
Current maturities of long-term borrowings [Refer Note 17 (A)]	-	-	-	247.70
Security deposits from newspaper agencies	525.37	481.78	58.37	53.53
Interest accrued but not due	-	-	24.94	23.64
Derivative liabilities*	-	-	-	7.38
Payables for purchase of capital goods	-	-	14.11	15.94
Financial gurarantee contract liabilities	2.14	4.22	2.09	2.19
Unclaimed dividend**	-	-	0.77	0.90
	527.51	**486.00**	**100.28**	**351.28**

*While the Company entered into other foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

**No amount due and outstanding to be credited to Investor Education and Protection Fund.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

19 Taxation

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Non-current tax assets (Net)				
Advance income tax	4,425.75	6,173.60	-	-
Less: Provision for tax	4,408.90	6,112.16	-	-
Advance income tax (Net of provision for tax)	**16.85**	**61.44**	**-**	**-**
Liabilities for Non-current tax (Net)				
Provision for tax	7,127.24	5,523.92	-	-
Less: Advance income tax	7,035.55	5,454.73	-	-
Provision for tax (Net of advance tax)	**91.69**	**69.19**	**-**	**-**
Liabilities for current tax (Net)				
Provision for tax	-	-	1,686.00	-
Less: Advance income tax	-	-	1,682.78	-
Provision for tax (Net of advance tax)	**-**	**-**	**3.22**	**-**

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Opening Balances (Net)	7.75	20.86
Add: Current tax provision for the year	1,651.22	1,927.80
Less: Taxes Paid (net of refund)	(1,580.91)	(1,940.91)
Closing Balance	**78.06**	**7.75**

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Deferred tax liabilities (Net)		
Deferred tax liabilities		
Depreciation	1,155.40	1,086.29
Fair value of investment	65.93	38.99
Deferred tax liabilities	**1,221.33**	**1,125.28**
Deferred tax assets		
Allowance for doubtful debts and advances	254.59	214.46
Provision for employee benefit obligations	114.04	91.42
Others	48.25	38.40
Deferred tax assets	**416.88**	**344.28**
Deferred tax liabilities (Net)	**804.45**	**781.00**
Deffered tax reconciliation		
Opening balance	781.00	812.99
Tax during the year recognised in profit or loss	(6.60)	(21.05)
Tax during the year recognised in other comprehesive income	30.05	(10.94)
Closing balance	**804.45**	**781.00**

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(a) Tax reconciliation

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Accounting profit before tax	**4,889.18**	**5,679.81**
At statutory income tax rate of 34.608% (March 31, 2017 : 34.608%)	1,692.04	1,965.67
Effect of changes in tax rate	7.54	-
Effect of non-deductible expenses	(77.90)	35.97
Effect of items not taxable as business income	22.94	(94.89)
Income tax expense	**1,644.62**	**1,906.75**
Income tax expense reported in the Standalone Statement of Profit and Loss	**1,644.62**	**1,906.75**

(b) Tax Losses:

Unused capital tax losses for which no deferred tax assets has been recognised is as follows:

(₹ in million)

Particulars	Capital Loss		Potential Tax Benefit	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Financial year 2010-11 - Expiry of losses on March 31, 2019	951.71	951.71	221.71	219.58
Financial year 2013-14 - Expiry of losses on March 31, 2022	1.96	1.96	0.46	0.45
Financial year 2017-18 - Expiry of losses on March 31, 2026	1.11	-	0.26	-

The Company is not likely to generate taxable capital gain before the expiry of aforementioned capital losses.

20 Provisions

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Provision for employee benefits (Refer Note 35)		
Provision for gratuity	96.58	123.99
Provision for leave entitlement	95.97	94.46
	192.55	**218.45**

21 Other current liabilities

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Other payables		
Advances from customers [Refer Note 31 (b)]	269.36	261.24
Statutory liabilities	35.15	77.25
	304.51	**338.49**

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

22 Revenue from operations

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Sale of products		
Sale of newspapers	5,098.67	4,766.37
Sale of magazines	46.36	47.53
	5,145.03	4,813.90
Sale of services		
Advertisement revenue	16,425.39	15,974.12
Printing job charges	1,235.35	1,190.40
	17,660.74	17,164.52
Other operating revenue		
Income from event management	169.83	113.58
Sale of power	3.02	4.57
Net gain on fair valuation / sale of investment through profit and loss	-	231.25
Sale of wastage	306.17	246.45
	479.02	595.85
Total revenue from operations	**23,284.79**	**22,574.27**

23 Other income

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Excess liabilities written back	31.72	28.99
Interest income from:		
Bank deposits	106.01	38.15
Financial assets mesured at amortised cost using 'EIR' basis	14.36	40.93
Others	42.40	39.35
Rent income	4.51	4.32
Miscellaneous income	39.72	20.39
	238.72	**172.13**

24 Cost of raw material consumed

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Raw material		
Opening inventories	1,624.66	1,326.68
Add: Purchases during the year	6,821.38	6,906.05
	8,446.04	8,232.73
Less: Closing inventories	1,104.53	1,624.66
	7,341.51	**6,608.07**

25 (Increase) / decrease in inventories of finished goods

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Opening Stock		
Finished goods	3.77	4.40
Closing Stock		
Finished goods	37.83	3.77
	(34.06)	**0.63**

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26 Employee benefit expenses

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Salaries, wages and bonus	3,917.86	3,776.33
Contribution to provident fund and employee's state insurance corporation (Refer Note 35)	220.48	205.13
Employee stock option scheme (Refer Note 36)	19.45	50.65
Gratuity expenses (Refer Note 35)	42.92	40.66
Workmen and staff welfare expenses	163.22	178.17
	4,363.93	**4,250.94**

27 Depreciation and amortisation expenses

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Depreciation of tangible assets (Refer Note 4)	807.36	766.64
Amortisation of intangible assets (Refer Note 6)	106.83	89.93
Depreciation of investment properties (Refer Note 5)	8.18	5.06
	922.37	**861.63**

28 Finance costs

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Interest expense:		
On term loans	3.66	7.78
On short term borrowings from bank (buyer's credit and cash credits)	12.15	10.24
On others	40.43	39.39
Foreign exchange difference considered as borrowing cost	10.75	17.07
	66.99	**74.48**

29 Other expenses

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Consumption of stores and spares	993.03	1,009.60
Advertisement and publicity	337.47	420.07
Electricity and water charges	465.36	416.60
Rent [Refer Note 32 (a)]	366.19	342.23
Distribution expenses	347.48	307.77
Repair and maintenance:-		
Plant and machinery	339.51	312.59
Building	21.42	20.47
Others	82.02	69.90
Traveling and conveyance	262.10	244.00
Business promotion expenses	540.58	224.58
News collection charges	215.24	201.10
Legal and professional charges [Refer Note (a) and (b) below]	204.35	185.96
Survey expenses	236.66	146.05
Event expenses	114.24	120.28
Subcontract charges	145.14	129.20
Corporate social responsibility activities expenditure (Refer Note 38)	45.06	73.58
Printing job work charges	83.35	68.97
Communication expenses	70.72	66.27

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Particulars		March 31, 2018	March 31, 2017
License fees		72.48	64.95
Insurance		16.73	24.10
Loss on disposal of property, plant and equipment		10.36	24.89
Loss / (gain) on sale of investment properties		0.68	(3.32)
Royalty		84.05	13.64
Foreign exchange gain (net)		(3.28)	(32.50)
Rates and taxes		7.59	11.63
Bad debts written off	80.32		
Less: Allowances for Trade Receivables adjusted	(79.80)	0.52	1.13
Allowance for Trade Receivables		127.00	84.21
Impairment allowance for doubtful advances		56.68	68.80
Miscellaneous expenses		730.86	654.09
		5,973.59	**5,270.84**

(a) Auditors' remuneration (included in legal and professional charges above)

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
As auditor;		
Audit fees	10.30	13.79
Tax audit fees	0.40	0.46
Reimbursement of out of pocket expenses	1.17	1.15
Total	**11.87**	**15.40**

(b) Legal and professional charges include sitting fee paid to directors ₹ 0.76 million (March 31, 2017: ₹ 0.71 million)

30. Earnings per equity share ('EPS')

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Profit for the year	3,244.56	3,773.06
Weighted average number of equity shares outstanding for basic EPS (no. in million)	183.95	183.81
Effect of dilution:		
On account of shares to be issued under ESOS (no. in million)	0.34	0.40
Weighted average number of Equity Shares outstanding for diluted EPS (no. in million)	184.29	184.21
Nominal value of share (₹)	10.00	10.00
Basic Earnings per share (₹)	17.64	20.53
Diluted Earnings per share (₹)	17.61	20.48

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

31. (a) Related party disclosures:

Following is the list of related parties:

Particulars	Related parties
Related parties with whom transactions have taken place during the year	
Related parties where control exists:	• I Media Corp Limited
	• DB Infomedia Private Limited
Key Management Personnel	• Shri Sudhir Agarwal, Managing Director
	• Shri Pawan Agarwal, Deputy Managing Director
	• Shri Girish Agarwal, Director
Relatives of Key Management Personnel	• Late Shri Ramesh Chandra Agarwal, Director (Father of Shri Sudhir Agarwal, Shri Girish Agarwal and Shri Pawan Agarwal)
	• Smt Kasturi Devi Agarwal (Grand Mother of Shri Sudhir Agarwal, Shri Girish Agarwal and Shri Pawan Agarwal)
	• Smt Jyoti Agarwal (Wife of Shri Sudhir Agarwal)
	• Smt Namita Agarwal (Wife of Shri Girish Agarwal)
	• Smt Nitika Agarwal (Wife of Shri Pawan Agarwal)
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	• Abhivyakti Kala Kendra
	• Bhaskar Publications & Allied Industries Private Limited
	• Bhaskar Infrastructure Private Limited
	• Bhaskar Industries Private Limited
	• Decore Exxoils Private Limited
	• Bhaskar Venkatesh Products Private Limited
	• D B Malls Private Limited
	• D B Power Limited
	• D B Infrastructures Private Limited
	• R.C. Printers
	• Writers and Publishers Private Limited
	• Deligent Hotel Corporation Private Limited
	• D B Consolidated Private Limited
	• Devaswar Trading Private Limited
	• Stitex Global Limited
	• Tushti Trading Private Limited
	• Aarkey Devcon Private Limited
	• Divya Dev Developers Private Limited
	• Divine Housing Development Company Private Limited
	• Sharda Solvent Limited
Independent Directors	• Shri Kailash Chandra Chowdhary (upto October 19, 2016)
	• Shri Piyush Pandey
	• Shri Harish Bijoor
	• Shri Ashwani Kumar Singhal
	• Shri Navin Kumar Kshatriya (Upto September 29, 2017)
	• Smt Anupriya Acharya
Employee Benefit Trust	• D B Corp Ltd – Employees Group Gratuity Assurance Scheme

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the audit committee of board of directors. Outstanding balances at the year-end are unsecured and interest free, unless specified. The Company has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2018 and March 31, 2017. This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

(b) Detail of transaction with related parties:

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2018	March 31, 2017
Advertisement revenue		
Abhivyakti Kala Kendra	-	0.06
Bhaskar Venkatesh Products Private Limited	4.08	5.74
D B Malls Private Limited	13.23	3.08
D B Power Limited	0.34	0.55
Deligent Hotel Corporation Private Limited	1.13	2.50
I Media Corp Limited	-	1.56
Divine Housing Development Company Private Limited	2.91	0.32
Divya Dev Developers Private Limited	0.83	3.48
D B Infrastructures Private Limited	2.50	4.40
Sharda Solvent Limited	0.01	-
Bhaskar Publications & Allied Industries Private Limited	3.40	19.38
Bhaskar Industries Private limited	0.02	0.02
Sale of magazines		
Bhaskar Publications & Allied Industries Private Limited	0.10	0.13
Printing job income		
Bhaskar Publications & Allied Industries Private Limited	7.30	3.25
Divya Dev Developers Private Limited	-	1.00
Compensation of Key Management Personnel of the Company		
Shri Sudhir Agarwal (Short-term employee benefits)	9.00	6.75
Shri Pawan Agarwal (Short-term employee benefits)	6.00	6.00
Rent income		
Bhaskar Publications & Allied Industries Private Limited	3.02	3.06
Rent paid		
Bhaskar Industries Private Limited	0.16	0.18
Bhaskar Infrastructure Private Limited	1.99	4.01
Bhaskar Publications & Allied Industries Private Limited	0.14	0.15
R.C. Printers	14.39	15.87
Writers and Publishers Private Limited	57.96	66.72
D B Malls Private Limited	8.24	4.50
Decore Exxoils Private Limited	4.62	5.03
Advertisement and publicity expenses		
Abhivyakti Kala Kendra	-	0.06
Bhaskar Publications & Allied Industries Private Limited	4.00	23.22
D B Malls Private Limited	0.46	0.65

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2018	March 31, 2017
Interest income from loans to Subsidiary		
DB Infomedia Private Limited	-	4.02
Meeting and hotel lodging charges		
Deligent Hotel Corporation Private Limited	3.74	8.47
Sale of fixed assets		
Bhaskar Publications & Allied Industries Private Limited	0.02	0.01
Purchase of fixed assets		
Bhaskar Publications & Allied Industries Private Limited	-	0.03
Purchase/(Sale) of goods		
Bhaskar Publications & Allied Industries Private Limited	(1.43)	-
Bhaskar Industries Private Limited	-	2.41
Security deposit given against lease of properties		
D B Malls Private Limited	2.10	0.56
News print given		
Bhaskar Publications & Allied Industries Private Limited	13.11	29.48
Loan & Advances given to / (Repaid by) Party		
DB Infomedia Private Limited	-	19.50
DB Infomedia Private Limited	-	(56.40)
Amount paid towards subscription of preference share		
DB Infomedia Private Limited.	-	68.00
Director's sitting fees :		
Late Shri Ramesh Chandra Agarwal	-	0.04
Shri Girish Agarwal	0.08	0.08
Shri Kailash Chandra Chowdhary	-	0.05
Shri Piyush Pandey	0.16	0.16
Shri Harish Bijoor	0.06	0.06
Shri Ashwani Kumar Singhal	0.22	0.21
Shri Naveen Kumar Kshatriya	0.10	0.04
Smt. Anupriya Acharya	0.14	0.07

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Balance outstanding at the year end	Balance as on	
	March 31, 2018	March 31, 2017
Advance against advertisement		
Writers and Publishers Private Limited	(12.29)	(12.29)
Advance against properties		
D B Infrastructures Private Limited	15.46	13.82
Advance for expenses		
Bhaskar Industries Private Limited	0.03	0.03
Advances receivables from subsidiaries		
DB Infomedia Private Limited	4.16	4.13
I Media Corp Limited	-	6.92
Payable balances		
D B Malls Private Limited	-	(0.02)
Decore Exxoils Private Limited	(0.19)	*
Deligent Hotel Corporation Private Limited	(0.29)	(0.93)
Bhaskar Industries Private Limited	(0.18)	-
Receivable balances		
Aarkey Devcon Private Limited	-	*
Abhivyakti Kala Kendra	0.18	0.18
Bhaskar Industries Private limited	0.02	-
Bhaskar Publications & Allied Industries Private Limited	15.25	2.96
Bhaskar Venkatesh Products Private Limited	1.17	0.63
D B Infrastructures Private Limited	0.35	0.47
D B Power Limited	0.12	0.18
D B Malls Private Limited	0.00	-
Deligent Hotel Corporation Private Limited	3.21	2.18
Divine Housing Development Company Private Limited	-	0.08
Divya Dev Developers Private Limited	3.18	2.66
I Media Corp Limited	2.14	1.07
Sharda Solvent Limited	0.01	-
Writers and Publishers Private Limited	3.20	0.01
News print given		
Bhaskar Publications & Allied Industries Private Limited	43.99	36.21
Security deposit given for leased properties		
Bhaskar Industries Private limited	1.62	1.62
Bhaskar Infrastructure Private Limited	11.60	11.60
D B Malls Private Limited	4.13	2.03

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Balance outstanding at the year end	Balance as on	
	March 31, 2018	March 31, 2017
R.C. Printers	17.90	17.90
Writers and Publishers Private Limited	1,473.70	1,473.70
Security deposit received		
Bhaskar Publications & Allied Industries Private Limited	(10.00)	(10.00)

*Represents balance below ₹ 10,000.

(c) Corporate guarantee given

The Company has given a corporate guarantee of ₹ 179.61 million (March 31, 2017: ₹ 234.04 million) in favor of Export Development Canada on behalf of Decore Exxoils Private Limited towards the credit facility availed by Decore Exxoils Private Limited from Export Development Canada for purchase of assets.

(d) For information on transactions with post employment benefit plan mentioned in (a) above, refer note 35

(e) Details as required under Regulation 53 (f) read with Para (A) of Schedule VI of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in respect of loans, advances and investments in companies under the same management:

(₹ in million)

Name of the Company	Closing balance		Maximum amount outstanding during the year	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
DB Infomedia Private Limited:				
Loan and advance in the nature of loan	3.67	3.67	3.67	60.07

32. Leases

(a) Operating lease (for assets taken on lease):

Rentals in respect of operating leases are recognised as an expense in the statement of profit and loss, on a straight-line basis over the lease term.

1. The Company has taken various godowns, office and residential premises under operating lease agreements. These are generally renewable by mutual consent.
2. Lease payments recognised for the year are ₹ 366.19 million (March 31, 2017: ₹ 342.23 million)
3. There are no restrictions imposed in these lease agreements. There are escalation clauses in agreement with some parties. There are no purchase options. There are no sub leases.
4. The total of minimum lease payment under non-cancellable operating leases are:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Within one year	40.36	30.41
After one year but not more than 5 years	37.38	44.32
More than 5 years	-	-
Total	**77.74**	**74.73**

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(b) Operating lease (for assets given on lease):

Rentals in respect of operating leases are recognised as an income in the statement of profit and loss, on a straight-line basis over the lease term.

1. The Company has given property,plant and machineries and investment properties on operating lease arrangement for the period ranging from 1 year to 3 years. The lease arrangement is cancellable with mutual consent.
2. Lease income recognised for the year is ₹ 4.51 million (March 31, 2017: ₹ 4.30 million).
3. There are no restrictions imposed in the lease agreements and there are no escalation clauses in the agreements.
4. The details of assets given on operating lease are as follows:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Plant and machinery		
Gross carrying amount	52.22	52.22
Accumulated depreciation	25.86	22.05
Depreciation for the year	3.81	3.81
Investment properties		
Gross carrying amount	18.75	23.13
Accumulated depreciation	3.05	3.42
Depreciation for the year	0.28	0.34
Building along with fixtures thereon		
Gross carrying amount	142.38	-
Accumulated depreciation	21.67	-
Depreciation for the year	3.57	-

33. Contingent liabilities

Contingent liabilities not provided for are as follows:

(a) For details of corporate guarantee given, refer note 31(c).

(b) There are several defamation and other legal cases pending against the Company and its directors. These include criminal and civil cases. There are certain employee related cases also pending against the Company. In view of large number of cases, it is impracticable to disclose the details of each case separately. The estimated amount of claims against the Company in respect of these cases is ₹ 4.69 million (March 31, 2017: ₹ 9.71 million). The estimated contingency in respect of some cases cannot be ascertained. Based on discussions with the solicitors and also the past trend in respect of such cases, the Company believes that there is no present obligation in respect of the above and hence no provision is considered necessary against the same.

34. Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Property, plant and equipment	39.02	47.28
Investment property	164.23	204.10

35. Employee benefits

(I) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund and employee's state insurance corporation. The contributions for provident fund are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 220.48 million (March 31, 2017: ₹ 205.13 million).

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to the Standalone Financial Statements as at and for the year ended March 31, 2018

(II) Defined Benefit Plans

i) Gratuity

As per the payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The scheme of the Company is funded with an insurance company in the form of a qualifying insurance policy. Management aims to keep annual contribution relatively stable at such a level such that no plan deficits will arise.

A. The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in million)

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2017	310.53	186.54	123.99
Interest cost/income	24.23	13.95	10.28
Current service cost	32.64	-	32.64
Total amount recognised in the Statement of Profit and Loss	**56.87**	**13.95**	**42.92**
Actuarial Losses on Obligations - Due to Change in Demographic Assumptions	4.01	-	4.01
Actuarial (Gains) on Obligations - Due to Change in Financial Assumptions	(18.66)	-	(18.66)
Return on Plan Asset, excluding interest income	-	2.31	(2.31)
Actuarial Losses on Obligations - Due to Experience	6.66	-	6.66
Total amount recognised in other comprehensive income	**(7.99)**	**2.31**	**(10.30)**
Contributions by employer	-	60.03	(60.03)
Benefit Paid	(30.93)	(30.93)	-
Balance as on March 31, 2018	**328.48**	**231.90**	**96.58**

(₹ in million)

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2016	251.56	139.08	112.48
Interest cost/income	19.80	9.15	10.65
Current service cost	30.01	-	30.01
Total amount recognised in the Statement of Profit and Loss	**49.81**	**9.15**	**40.66**
Actuarial Losses on Obligations - Due to Change in Financial Assumptions	16.64	-	16.64
Return on Plan Asset, excluding interest income	-	(1.35)	1.35
Actuarial Losses on Obligations - Due to Experience	13.62	-	13.62
Total amount recognised in other comprehensive income	**30.26**	**(1.35)**	**31.61**
Contributions by employer	-	60.76	(60.76)
Benefit Paid	(21.10)	(21.10)	-
Balance as on March 31, 2017	**310.53**	**186.54**	**123.99**

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

B. The net liability disclosed above relates to funded plans as below:

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of funded obligation as at the year end	(328.48)	(310.53)
Fair Value of Plan Assets as at the year end	231.90	186.54
Funded Status	**(96.58)**	**(123.99)**
Net Liability recognised in Balance Sheet*	**(96.58)**	**(123.99)**

*Recognised under current employee benefit obligation [Refer Note 20]

C. Amount recognised in the Balance Sheet;

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of obligation at the end of the year	(328.48)	(310.53)
Fair value of plan assets at the end of the year	231.90	186.54
Liability recognised in the Balance Sheet	**(96.58)**	**(123.99)**

D. Actuarial assumptions

Valuation in respect of Gratuity has been carried out by an independent actuary, as at the Balance Sheet date, based on the following assumptions:

Particulars	March 31, 2018	March 31, 2017
Discount rate	7.65%	7.34%
Employee turnover	0-5 years 30% 5-10 year of service 12% and for service thereafter-7%	0-5 years of service-26% 5-10 year of service 9% and for service thereafter-5%
Estimated future salary increase	5.50%	6.00%
Rate of Return on Plan Assets	7.65%	7.34%

- The discount rates reflects the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligation.
- The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand and the employment market.

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Sensitivity analysis (Impact on projected benefit obligation and current service cost)	Impact on defined benefit obligation of Gratuity			
	As at March 31, 2018		As at March 31, 2017	
	Increase in rate	Decrease in rate	Increase in rate	Decrease in rate
Discount Rate (0.5 % movement)	(20.39)	23.14	(23.93)	27.69
Compensation levels (0.5 % movement)	23.40	(20.97)	27.79	(24.43)
Employee turnover (0.5 % movement)	3.09	(3.50)	2.23	(2.59)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on define benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

F. The major categories of plan assets for gratuity are as follows:

(₹ in million)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Amount	%	Amount	%
Investment Funds:				
Insurance managed funds	231.90	100	186.54	100
Total	**231.90**	**100**	**186.54**	**100**

G. Expected gratuity contribution for the next year ₹ 25 million (March 31, 2017 ₹ 25 million)

H. Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2017,10 years). The expected maturity analysis of undiscounted gratuity is as follows:

(₹ in million)

Particulars	Less than a year	Between 2 - 5 years	Over 5 years	Total
March 31, 2018				
Defined benefit obligation (gratuity)	35.81	126.00	465.54	627.35
March 31, 2017				
Defined benefit obligation (gratuity)	24.34	94.22	125.43	243.99

I. Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to market yield of Government securities as at the Balance Sheet date; if plan asset underperform this yield, this will create a deficit. Plan asset investments are made in Group Gratuity Scheme of Life Insurance Companies. These are subject to interest rate risk and the funds manages interest rate risk. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The management intends to maintain the above investment mix in the continuing years.

Changes in yields

A decrease in yields of plan assets will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's holdings.

ii) Leave Obligations

The leave obligations cover the Company’s liability for earned leave.

The entire amount of the provision of ₹ 95.97 million (March 31, 2017: ₹ 94.46 million) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

36. Employee Stock Option Schemes 2008, 2010 and 2011

The Company has granted Stock Options to its employees through its equity settled schemes referred to as 'DBCL – ESOS 2008', 'DBCL- ESOS 2010' and 'DBCL-ESOS 2011' (issued in six tranches, designated as 'T-1', 'T-2', 'T-3', 'T-4','T-5'and 'T-6' hereinafter). During the year ended March 31, 2018, the following schemes were in operation:

Particulars	DBCL – ESOS 2008	DBCL – ESOS 2010	DBCL – ESOS 2011
Number of options under the scheme	700,000	600,000	3,000,000
Number of option granted under the scheme	413,427	491,203	1,266,670
Vesting period	Options vest over the period of five years from the date of grant as under:		
	Scheme	**All schemes except ESOS 2011 (T-5)**	**ESOS 2011 (T-5)**
	1st Year	20%	15%
	2nd Year	20%	20%
	3rd Year	20%	20%
	4th Year	20%	20%
	5th Year	20%	25%
Exercise period	Within three years from the date of vesting	Within three years from the date of vesting	Three years from vesting of the options
Exercise price	50% discount to the average of first 30 days market price post listing	Discount up to a maximum of 30% to the market price on date of grant.	Discount to the market price on date of grant. between 50.00% and 73.19%
Vesting conditions	Option vest on continued association with the Company and achievement of certain performance parameters		

Set out below is a summary of options granted under the plan:

Particulars	March 31, 2018		March 31, 2017	
	Average exercise price per share option (₹)	**Number of options**	**Average exercise price per share option (₹)**	**Number of options**
Opening balance	104.45	804,749	107.21	1,058,596
Granted during the year	100.00	28,000	-	-
Exercised during the year	113.04	132,687	117.16	156,020
Forfeited during the year	107.10	95,432	114.05	97,827
Closing balance	101.95	604,630	104.45	804,749
Vested and exercisable	105.99	171,373	117.23	188,980
Weighted average share price	₹362.12		₹373.07	
Weighted average remaining contractual life	3.78 years		4.24 years	
Range of exercise prices	₹ 95- ₹ 168		₹ 95-₹ 168	

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

Fair value of option granted:

The weighted average fair value at grant date of options granted during the year ended March 31, 2018 was ₹ 281.16 per option (March 31, 2017 – Nil). The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted on October 13, 2017 included:

Particulars	Date of Vesting				
	Oct 13, 2018	Oct 13, 2019	Oct 13, 2020	Oct 13, 2021	Oct 13, 2022
Market Price (₹)	373	373	373	373	373
Expected Life (In Years)	2.5	3.5	4.5	5.5	6.5
Volatility (%)	20.76	22.52	24.23	24.34	24.46
Risk free Rate (%)	6.36	6.52	6.65	6.77	6.87
Exercise Price (₹)	100	100	100	100	100
Dividend yield (%)	1.07	1.07	1.07	1.07	1.07
Fair Value per vest (₹)	**277.85**	**279.7**	**281.35**	**282.83**	**284.05**
Vest Percent (%)	20	20	20	20	20

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

37. Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

a) An amount of ₹ 8.91 million (March 31, 2017: ₹ 6.14 million), and ₹ Nil, (March 31, 2017: ₹ Nil), was due and outstanding to suppliers as at March 31, 2018 on account of principal and interest respectively.

b) No interest was paid during the year to any supplier (March 31, 2017: ₹ Nil).

c) No interest was paid to any suppliers for payments made beyond the appointed date during the accounting year (March 31, 2017: ₹ Nil).

d) No claims have been received till the end of the year for interest under Micro, Small and Medium Enterprises Development Act, 2006 (March 31, 2017: ₹ Nil).

e) No amount of interest was accrued and unpaid at March 31, 2018 (March 31, 2017: ₹ Nil).

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

38. Expenditure on corporate social responsibility

(₹ in million)

	Particulars	March 31, 2018	March 31, 2017
(a)	Gross amount required to be spent by the Company during the year	100.74	94.44
(b)	Amount spent during the year:		
	– Protection of National heritage	7.36	-
	– Rural development program	15.60	10.00
	– Promoting education, including special education and employment enhancing vocation skills	16.32	59.72
	– Ensuring environment sustainability, ecological balance, animal welfare, donation to Army welfare Fund	5.75	3.64
	– Eradicating hunger, poverty and malnutrition, promoting preventive health care	0.03	0.22
	Above amounts are fully paid during the year		

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

39. Fair value measurements

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTOCI					
- Quoted equity shares	7	-	-	-	-
- Unquoted equity shares	7	-	-	355.93	355.93
Derivatives designated as hedges					
Foreign exchange forward contract	9	-	0.38	-	0.38
Total financial assets		**-**	**0.38**	**355.93**	**356.31**

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Investment in subsidiary	7	-	-	68.10	68.10
Total financial assets		**-**	**-**	**68.10**	**68.10**

(₹ in million)

Assets and liabilities measured at amortised cost for which fair values are disclosed At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investment in subsidiary	7	-	-	10.46	10.46
Loans	8	-	-	300.00	300.00
Trade receivable	12	-	-	5,417.29	5,417.29
Cash and bank balances	13 & 14	-	-	3209.72	3209.72
Other financial assets	9	-	-	385.63	385.63
Total financial assets		**-**	**-**	**9,323.10**	**9,323.10**
Financial liabilities					
Borrowings	17	-	-	448.65	448.65
Trade Payables		-	-	2,590.44	2,590.44
Other financial liabilities	18	-	-	627.79	627.79
Total financial liabilities		**-**	**-**	**3,666.88**	**3,666.88**

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTOCI					
- Quoted equity shares	7	10.07	-	-	10.07
- Unquoted equity shares	7	-	-	259.26	259.26
Total financial assets		**10.07**	**-**	**259.26**	**269.33**
Financial liabilities					
Derivatives designated as hedges					
Foreign exchange forward contract	18	-	7.38	-	7.38
Total financial liabilities		**-**	**7.38**	**-**	**7.38**

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Investment in subsidiary	7	-	-	68.10	68.10
Total financial assets		**-**	**-**	**68.10**	**68.10**

(₹ in million)

Assets and liabilities measured at amortised cost for which fair values are disclosed At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investment in subsidiary	7	-	-	10.46	10.46
Loans	8	-	-	300.00	300.00
Trade receivable	12	-	-	4,176.56	4,176.56
Cash and bank balances	13 & 14	-	-	1,735.49	1,735.49
Other financial assets	9	-	-	343.89	343.89
Total financial assets		**-**	**-**	**6,566.40**	**6,566.40**
Financial liabilities					
Borrowings	17	-	-	561.19	561.19
Trade Payables		-	-	2,092.11	2,092.11
Other financial liabilities	18	-	-	829.90	829.90
Total financial liabilities		**-**	**-**	**3,483.20**	**3,483.20**

There are no transfers between any level during the year. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The Company has used prices from prior transactions / third-party pricing information with relevant adjustment for the valuation of unquoted equity shares. Hence the quantitative information about the significant unobservable inputs have not been disclosed.
- The Company enters into derivative financial instruments majorly foreign exchange forward contracts with the banks. These foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs.

The finance department of the Company includes a team that carries out the valuation of financial assets and liabilities required for financial reporting purposes.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

(ii) Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds quoted and unquoted investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

The sensitivity analysis has been prepared on the basis that the proportion of financial instruments in foreign currencies is all constant as at March 31, 2018.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and non-financial assets and liabilities.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial liabilities held at March 31, 2018 and March 31, 2017.

Foreign currency sensitivity

The Company procures newsprint from the international markets after considering the prevailing prices in the domestic and international markets. The Company uses foreign exchange forward contracts to manage some of its transaction exposures. These foreign exchange forward contracts are not designated as cash flow hedges and are entered into for the periods consistent with the foreign currency exposure of the underlying transactions, generally from one to six months.

Particulars of derivative contracts outstanding as at the balance sheet date

(In million)

Nature of derivative contract	Nature of underlying exposures	Purpose	March 31, 2018		March 31, 2017	
			$	₹	$	₹
Foreign exchange forward contracts	Buyers credit from banks	Purchase of newsprint	0.42	27.36	1.49	96.46
	Trade payables		1.06	69.40	3.97	257.15

As at balance sheet date, the Company's foreign currency exposure payable / (receivable) that is not hedged is;

(In million)

Currency	March 31, 2018		March 31, 2017	
	Amount in foreign currency	Amount in Indian currency ₹	Amount in foreign currency	Amount in Indian currency ₹
USD	9.24	602.53	15.92	1,032.35
GBP	-	-	0.00	0.03
CAD	(0.00)	(0.14)	(0.02)	(1.63)

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all other variables held constant.

Particulars	Change in Foreign exchange rates	Effect on profit before tax ₹ in Million
March 31, 2018	5%	(30.12)
	(5)%	30.12
	10%	(60.24)
	(10)%	60.24
March 31, 2017	5%	(51.54)
	(5)%	51.54
	10%	(103.08)
	(10)%	103.08

The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The impact on the Company's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges and net investment hedges. The Company's exposure to foreign currency changes for all other currencies is not material.

Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing printing of newspapers and magazines and therefore require a continuous supply of newsprint. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required newsprint supply, the Company hedges the purchase price using forward commodity purchase contracts. The forecast is deemed to be highly probable.

Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large. All trade receivables are reviewed and assessed for default on a regular basis. Our historical experience of collecting receivables, supported by the level of default, is that the credit risk is low.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. The Company assesses and manages credit risk based on the Company's credit policy. Under the Company's credit policy, each new customer is analyzed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company's accounts receivable are geographically dispersed. The Management do not believe there are any particular customers or group of customers that would subject the Company to any significant credit risks in the collection of accounts receivable.

Following is the movement in Provision for Expected Credit Loss on Trade Receivables:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Loss allowance at the beginning of the year	467.68	439.41
Changes in allowance during the year	47.20	28.27
Loss allowance as at the end of the year	**514.88**	**467.68**

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of buyer's credit and bank loans. All of the Company's debt will mature in less than one year at March 31, 2018 based on the carrying value of borrowings reflected in the financial statements. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2018:

(₹ in million)

Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	448.65	-	-	448.65
Trade and other payables	2,590.44	-	-	2,590.44
Other financial liabilities	100.28	2.14	525.37	627.79
Total	**3,139.37**	**2.14**	**525.37**	**3,666.88**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2017:

(₹ in million)

Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	561.19	-	-	561.19
Trade and other payables	2,092.11	-	-	2,092.11
Other financial liabilities	351.28	4.22	481.78	837.28
Total	**3,004.58**	**4.22**	**481.78**	**3,490.58**

Excessive risk concentration

Concentrations arise when a number of counter parties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio less than 20%. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, as calculated below.

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Borrowings	448.65	561.19
Trade payables	2,590.44	2,092.11
Other payables	1,219.76	1,463.41
Less: cash and bank balances	3,206.50	1,733.33
Net debt	1,052.35	2,383.38
Equity	19,340.35	15,988.51
Equity and net debt	20,392.70	18,371.89
Gearing ratio	**5.16%**	**12.97%**

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2018

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2018 and March 31, 2017.

40. Disclosure on Specified Bank Note (SBNs)

In accordance with MCA notification G.S.R. 308(E) dated March 31, 2017, details of Specified Bank Notes ('SBN') and other denomination notes ('ODNs') held and transacted during the period from November 8, 2016 to December, 30 2016 is given below:

(₹ in million)

Particulars	SBNs	ODNs	Total
Closing cash on hand as on November 8, 2016	74.20	4.80	79.00
(+) Permitted receipts	-	264.03	264.03
(-) Permitted payments	0.08	15.39	15.47
(-) Amount deposited in Banks	74.12	244.49	318.61
Closing cash on hand as on December 30, 2016	-	8.95	8.95

41. Since the segment information as per Ind AS 108-Operating Segments, is provided on the basis of Consolidated financial statements, the same is not provided separately for the Standalone Financial Statements.

42. Previous year's figures have been regrouped / reclassified wherever necessary to conform to this year's classifications.

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Independent Auditors' Report

TO THE MEMBERS OF D. B. CORP LIMITED

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying consolidated Ind AS financial statements of D. B. Corp Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"); (refer Note 1 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Cash Flows for the year then ended and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated cash flows and consolidated changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

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

4. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

6. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give

the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2018, and their consolidated total comprehensive income (comprising of consolidated profit and consolidated other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Other Matter

8. The consolidated Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013, who, vide their report dated May 18, 2017, expressed an unmodified opinion on those financial statements. Our opinion is not qualified in respect of this matters.

Report on Other Legal and Regulatory Requirements

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

   b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiaries included in the Group, including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and its subsidiaries.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group including relevant records relating to the preparation of the consolidated Ind AS financial statements.

   d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

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

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

      i. The consolidated Ind AS financial statements disclose the impact if any, of pending litigations as at March 31, 2018 on the consolidated financial position of the Group – Refer Notes 33 to the consolidated Ind AS financial statements.

      ii. The Group had long-term contracts including derivative contracts as at March 31, 2018 for which there were no material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies during the year ended March 31, 2018.

      iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group for the year ended March 31, 2018.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number:
FRN012754N/N500016

Priyanshu Gundana
Partner
Membership Number:
109553

Mumbai
May 16, 2018

For **Gupta Mittal & Co**
Chartered Accountants
Firm Registration Number:
FRN009973C

Shilpa Gupta
Partner
Membership Number:
403763

Mumbai
May 16, 2018

Annexure A to Independent Auditors' Report

Referred to in paragraph 9 (f) of the Independent Auditors' Report of even date to the members of D. B. Corp Limited on the consolidated financial statements as at and for the year ended March 31, 2018

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

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of D. B. Corp Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of

any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number:
FRN012754N/N500016

Priyanshu Gundana
Partner
Membership Number:
109553

Mumbai
May 16, 2018

For **Gupta Mittal & Co**
Chartered Accountants
Firm Registration Number:
FRN009973C

Shilpa Gupta
Partner
Membership Number:
403763

Mumbai
May 16, 2018

Consolidated Balance Sheet

as at March 31, 2018

(₹ in million)

	Notes	As at March 31, 2018	As at March 31, 2017
ASSETS			
Non-current assets			
Property, plant and equipment	4	8,344.18	7,458.61
Capital work-in-progress	4	212.87	213.56
Investment properties	5	595.62	483.18
Goodwill		19.13	19.13
Other intangible assets	6	1,057.37	1,141.61
Financial assets			
Investments	7	355.94	269.33
Bank balances other than cash equivalents	14	3.22	2.16
Loans	8	300.00	-
Other financial assets	9	357.43	336.19
Non-current tax assets (Net)	19	17.14	61.84
Other non-current assets	10	1,912.64	1,967.71
		13,175.54	11,953.32
Current assets			
Inventories	11	1,599.38	1,987.13
Financial assets			
Trade receivables	12	5,417.62	4,179.90
Cash and cash equivalents	13	2,979.51	1,742.93
Bank balances other than cash equivalents	14	239.89	9.19
Loans	8	-	300.00
Other financial assets	9	24.42	3.83
Other current assets	10	918.58	666.62
		11,179.40	8,889.60
TOTAL		**24,354.94**	**20,842.92**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,840.28	1,838.95
Other equity	16	17,450.62	14,104.96
Total equity attributable to equity holders of the parent		**19,290.90**	**15,943.91**
Liabilities			
Non-current liabilities			
Financial liabilities			
Other financial liabilities	18	527.51	486.00
Liabilities for Non-current tax (Net)	19	91.69	69.19
Deferred tax liabilities (Net)	19	804.45	780.72
		1,423.65	1,335.91
Current liabilities			
Financial liabilities			
Borrowings	17	448.65	561.19
Trade payables		2,590.81	2,094.05
Other financial liabilities	18	100.28	351.27
Liabilities for current tax (Net)	19	3.22	-
Provisions	20	192.55	218.58
Other current liabilities	21	304.88	338.01
		3,640.39	3,563.10
Total liabilities		**5,064.04**	**4,899.01**
TOTAL		**24,354.94**	**20,842.92**
Summary of significant accounting policies	2		

The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Consolidated Statement of Profit and Loss

for the year ended March 31, 2018

(₹ in million)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Income			
Revenue from operations	**22**	23,284.86	22,580.10
Other income	**23**	237.54	169.69
Total income		**23,522.40**	**22,749.79**
Expenses			
Cost of raw material consumed	**24**	7,341.51	6,608.07
(Increase) / decrease in inventories of finished goods	**25**	(34.06)	0.63
Employee benefit expenses	**26**	4,364.13	4,258.11
Depreciation and amortisation expenses	**27**	923.50	862.86
Finance costs	**28**	66.99	74.48
Other expenses	**29**	5,975.73	5,291.32
Total expenses		**18,637.80**	**17,095.47**
Profit before tax		**4,884.60**	**5,654.32**
Income tax expenses			
Current income tax	**19**	1,651.22	1,927.80
Deferred tax (credit)	**19**	(6.32)	(21.05)
Total income tax expense		**1,644.90**	**1,906.75**
Profit for the year		**3,239.70**	**3,747.57**
Attributable to:			
Equity holders of the parent		3,239.70	3,747.57
Other comprehensive income			
Items that will not to be reclassified to profit or loss:			
Remeasurement gain / (losses) on defined benefit plans		10.30	(31.61)
Income tax effect		(3.49)	10.94
		6.81	(20.67)
Net gain / (loss) on fair value through other comprehensive income ('FVTOCI') equity instruments		92.58	(1.73)
Income tax effect		(26.56)	-
		66.02	(1.73)
Other comprehensive income for the year, net of tax		**72.83**	**(22.40)**
Total comprehensive income for the year		**3,312.53**	**3,725.17**
Attributable to:			
Equity holders of the parent		3,312.53	3,725.17
Non-controlling interest		-	-
Earnings per equity share ('EPS') [nominal value of share ₹ 10 (March 31, 2017: ₹ 10)]	**30**		
Basic EPS		17.61	20.39
Diluted EPS		17.58	20.34
Summary of significant accounting policies	**2**		

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Consolidated Statement of Change in Equity

for the year ended March 31, 2018

A. Equity share capital (Refer Note 15)

(₹ in million)

Particulars	Amount
Balance as at April 01, 2016	**1,837.39**
Changes in equity share capital	1.56
Balance as at March 31, 2017	**1,838.95**
Changes in equity share capital	1.33
Balance as at March 31, 2018	**1,840.28**

B. Other equity (Refer Note 16)

(₹ in million)

Particulars	Reserve and surplus					Other reserves	Total equity
	Capital redemption reserve	Securities premium	Share option outstanding	General reserve	Retained earnings	FVOCI - Equity Instruments	
Balance as at April 01, 2016	**0.01**	**2,472.97**	**69.72**	**1,535.53**	**8,072.26**	**(12.84)**	**12,137.65**
Profit for the year	-	-	-	-	3,747.57	-	3,747.57
Other comprehensive income	-	-	-	-	(20.67)	(1.73)	(22.40)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**3,726.90**	**(1.73)**	**3,725.17**
Equity shares issued during the year	-	42.65	(25.93)	-	-	-	16.72
Final dividend for the year ended March 31, 2016	-	-	-	-	(781.04)	-	(781.04)
Interim dividend for the year ended March 31, 2017	-	-	-	-	(735.45)	-	(735.45)
Dividend Distribution Tax	-	-	-	-	(308.74)	-	(308.74)
Employee compensation cost (Net of forfeiture / lapse)	-	-	50.65	-	-	-	50.65
Balance as at March 31, 2017	**0.01**	**2,515.62**	**94.44**	**1,535.53**	**9,973.93**	**(14.57)**	**14,104.96**
Profit for the year	-	-	-	-	3,239.70	-	3,239.70
Other comprehensive income	-	-	-	-	6.81	66.02	72.83
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**3,246.51**	**66.02**	**3,312.53**
Equity shares issued during the year	-	37.58	(23.90)	-	-	-	13.68
Employee compensation cost (Net of forfeiture / lapse)	-	-	19.45	-	-	-	19.45
Balance as at March 31, 2018	**0.01**	**2,553.20**	**89.99**	**1,535.53**	**13,220.44**	**51.45**	**17,450.62**

Significant accounting policies 2

The above Consolidated Statement of Change in Equity should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Statement of the Consolidated Cash Flow

for the year ended March 31, 2018

(₹ in million)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
A. Cash flow from operating activities			
Profit before tax		4,884.60	5,654.32
Adjustments to reconcile profit before tax to net cash flows			
Loss on sale / disposal of property, plant and equipment (Net)		10.36	25.81
Loss / (gain) on sale of investment properties		0.68	(3.32)
Finance costs		66.99	74.48
Interest income		(163.38)	(115.39)
Depreciation and amortisation expense		923.50	862.86
Net gain on fair valuation / sale of investment through profit and loss		-	(230.99)
Employee share based payment expense		19.45	50.65
Impairment allowance for doubtful advances		56.68	68.80
Bad debts written off		0.52	1.13
Allowance for trade receivables		127.35	84.27
Net foreign exchange differences		25.83	(19.07)
Operating profit before working capital changes		**5,952.58**	**6,453.55**
Changes in working capital			
Decrease / (increase) in inventories		387.75	(312.41)
Increase in trade receivables		(1,365.59)	(491.89)
(Increase) / decrease in other financial assets		(6.77)	4.01
Increase in other assets		(215.88)	(2.62)
Increase in other financial liabilities		46.25	44.42
Increase / (decrease) in trade payables		478.56	(11.61)
Decrease in other liabilities		(33.12)	(129.68)
Decrease in employee benefit obligations		(15.73)	(16.42)
(Decrease) / increase in derivatives not designated as hedges		(7.76)	5.04
Cash generated from operations		**5,220.29**	**5,542.39**
Direct taxes paid		(1,580.80)	(1,940.87)
Net cash from operating activities	**(A)**	**3,639.49**	**3,601.52**
B. Cash flow from investing activities			
Payment for property, plant and equipment (including capital work-in-progress and capital advances)		(1,822.09)	(540.26)
Proceeds from sale of property, plant and equipment		28.88	11.61
Payments for investment properties		(93.93)	(280.16)
Proceeds from sale of investments		5.97	400.28
Proceeds from disposal of investment in subsidiary		-	(0.01)
Fixed deposits with maturity period more than three months (placed) / matured (Net)		(231.86)	15.43
Interest received		128.81	72.56
Net cash used in investing activities	**(B)**	**(1,984.22)**	**(320.55)**

Statement of the Consolidated Cash Flow

for the year ended March 31, 2018

(₹ in million)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
C. Cash flow from financing activities			
Long-term borrowings repaid		(260.50)	(272.17)
Short-term borrowings repaid		(1,156.01)	(1,466.99)
Short-term borrowings taken		1,034.11	1,167.51
Dividend paid		(0.13)	(1,517.87)
Dividend distribution tax ('DDT')		-	(308.74)
Interest paid		(51.16)	(56.02)
Proceeds from issue of shares under ESOS		15.00	18.28
Net cash used in financing activities	**(C)**	**(418.69)**	**(2,436.00)**
Net increase in cash and cash equivalents	**(A)+(B)+(C)**	**1,236.58**	**844.97**
Cash and cash equivalents at the beginning of the year		1,742.93	897.96
Cash and cash equivalents at the end of the year		2,979.51	1,742.93
Net increase in cash and cash equivalents		**1,236.58**	**844.97**
For details of components of cash and cash equivalents, Refer Note 13.			
Significant accounting policies	**2**		

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

1. Nature of operations :

D. B. Corp Limited (the 'Company') and its subsidiaries (together hereinafter referred to as the 'Group') is in the business of publishing newspapers, radio broadcasting, providing integrated internet and mobile interactive services and event management. The Company is a public limited company domiciled in India and was incorporated under the provisions of the Companies Act, 1956. The major brands in publishing business are 'Dainik Bhaskar' (Hindi daily), 'Divya Bhaskar' and 'Saurashtra Samachar' (Gujarati dailies), 'Divya Marathi' (Marathi daily), and 'DB Post' (English daily), and monthly magazines such as 'Aha Zindagi', 'Bal Bhaskar', etc. Presently, the Company's radio station is on air in 30 cities under the brand name 'My FM'. The frequency allotted to the Company's radio station is 94.3. Internet business includes the websites of dainikbhaskar.com, divyabhaskar.com, dailybhaskar.com, divyamarathi.com, and homeonline.com.

The Group derives its revenue mainly from the sale of its publications and advertisements published in the publications, aired on radio, displayed on websites and portal and mobile interactive services.

The subsidiaries considered in the preparation of the Consolidated Financial Statements ('CFS') and shareholdings of the Company in these companies are as follows:

Name of subsidiary companies	Country of incorporation	Principal activity	Percentage of ownership interest as at	
			March 31, 2018	March 31, 2017
DB Infomedia Private Limited	India	Digital Marketing	100	100
I Media Corp Limited *	India	Event Management	100	100

* I Media Corp Limited ('IMCL') is a wholly owned subsidiary of DB Infomedia Private Limited.

2. Significant accounting policies

2.1. Basis of accounting and preparation

The CFS comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Group's CFS have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provision of the Companies Act, 2013(the 'Act') and subsequent amendments thereof.

The CFS are prepared on a going concern basis are presented in INR and all values are rounded to the nearest million ₹(000,000) except when otherwise indicated. The CFS have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

All the companies in the Group follow uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e., year ended on March 31.

Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified period of twelve months as its operating cycle.

2.2. Basis of consolidation and consolidation procedures:

The CFS comprises the financial statements of the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power to direct the relevant activities over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the CFS from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidation procedures:

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

2.3. Property, plant and equipment

Freehold land is carried at historical cost. All other items of Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Costs of construction that relate directly to the specific asset and cost that are attributable to the construction activity in general and can be allocated to the specific assets are capitalised. Income earned during the construction period and income from trial runs is deducted from such expenditure pending allocation.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

In respect of its interests in jointly controlled assets, the Group recognises its share of the jointly controlled assets in its financial statements, classifying the jointly controlled asset as per its nature.

2.4. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility and other criteria set out in Ind AS 38 – 'Intangible assets' have been established, in which case such expenditure is capitalised.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

Goodwill

Goodwill is not amortised but tested for impairment in accordance with the accounting policy stated in para 2.7 below

2.5. Investment property

Property that is held for long term rental yield or for capital appreciation or both and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repair and maintenance are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

2.6. Depreciation and amortisation

The Group provides depreciation on property, plant and equipment, investment properties using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management which are equal to the corresponding rates prescribed in Schedule II to the Act. Further, Group provides amortisation of intangible asset using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management.

The Group has used the following lives to provide depreciation and amortisation:

Category	Useful lives (in years)
Investment Properties - Building	60
Leasehold Land	30 to 99
Factory buildings	30 to 60
Office and residential buildings	60
Plant and machineries	15
Office equipments	5
Vehicles	8
Furniture and fixtures	10
Electric Fittings, Fans and Coolers	10
Computers and servers	3 and 6
One time license fees for radio stations	Over the license period i.e. 15 years
Computer software including ERP	6

The residual values, useful lives and methods of depreciation and amortisation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.7. Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset/cash generating unit is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separate identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generated units). Non- financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys

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a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Group is the lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a Lessee, lease in which significant portion of risks and rewards of ownership are not transferred to the Group are classified as operating lease. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Where the Group is the lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

2.9. Inventories

Raw materials (Newsprint and stores and spares) and finished goods (magazines) are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

2.10. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Advertisement revenue

Revenue is recognised as and when advertisement is published in newspaper / aired on radio / displayed on website in accordance with the terms of the contract with customer.

Sale of newspapers, magazines, wastage and scrap

Revenue is recognised when all the significant risks and rewards of ownership have passed on to the buyer, usually on delivery of the goods.

Printing job charges

Revenue from printing job work is recognised on the completion of job work as per terms of the agreement with the customer.

Portal and wireless revenue

Revenue is recognised as and when the related services are rendered as per the terms of agreement.

Income from event management

Revenue from event management is recognizes and when the event management services are rendered as per the terms of agreement.

Interest

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts

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through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.11. Barter transactions

Revenue from barter transactions involving exchange of advertisements with non-monetary assets is measured at the fair value of such non-monetary assets received.

The receivable relating to property barter agreements is grouped as advance for properties and included under the head 'Other assets'.

2.12. Foreign currency transactions

Functional and presentation currency

Items included in the CFS of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The CFS are presented in Indian rupee (₹), which is Group's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate prevailing on that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recongised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within Foreign exchange loss (net).

2.13. Employee benefits

i) Short term obligation

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Termination benefits are recognised as an expense as and when incurred.

ii) Other long-term employee benefit obligations

Compensated Absences

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post employment obligations

a) Defined contribution plans

A defined contribution plan is a post-employment plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts.

The Group contributes to Provident Fund, Employee's State Insurance Fund and Employees Deposit Linked Insurance scheme and has no further obligation beyond making its contribution. The

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Group's contributions to the above funds are charged to the Statement of Profit and Loss.

b) **Defined benefit plans**

Gratuity

The Group provide for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Group makes contributions to a trust administered and managed by insurance companies to fund the gratuity liabilities. The Gratuity Plan provides a lump sum payment of vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

2.14. Income taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates items recognised directly in equity or in other comprehensive income ('OCI').

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting

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period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.15. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement, if any.

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

2.16. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

Where there is a possible obligation or a present obligation and the likelihood of the outflow of the resources is remote, no provision or disclosure for contingent liability is required.

2.17. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.These exchange difference are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.18. Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.19. Cash and cash equivalents

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

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2.20. Employee stock compensation cost

Share-based compensation benefits are provided to employees via the DB Corp Ltd Employee stock compensation Plan. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black and Scholes valuation model. The fair value of options granted is recognised as an employee benefit expenses with a corresponding increase in equity.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

2.21. Fair value measurement

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.22. Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets are initially

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measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets.

Subsequent measurement

Financial assets at amortised cost

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Derivatives and equity instruments at Fair Value Through Profit or Loss ('FVTPL')
- Equity instruments measured at FVTOCI

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost using the effective interest rate ('EIR') method if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest ('SPPI') on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, deposits and advances.

Derivative financial instruments

The Group uses forward currency contracts, to hedge its foreign currency risks. Such forward currency contracts are initially recognised at fair value on the date on which a forward currency contracts is entered into and as at balance sheet date any gains or losses arising from changes in the fair value of derivatives are taken directly to consolidated statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in OCI subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which

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case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expense in the consolidated statement of profit and loss. This amount is reflected under the head 'other expenses' in the consolidated statement of profit and loss.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated financial instruments as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.23. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.24. Segment reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

3(A) Significant accounting judgments, estimates and assumptions:

The preparation of the Group's CFS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The areas involving critical estimates and judgements are:

(i) Judgement for operating lease commitments (Refer Note 32)

(ii) Estimation of useful life of property, plant and equipment, investment property and intangibles assets (Refer Note 4, 5 and 6)

(iii) Estimation of defined benefit obligation (Refer Note 20, 26 and 35)

(iv) Estimation of contingent liabilities (Refer Note 33)

(v) Estimation of share based payments (Refer Note 38)

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(vi) Estimation of impairment of trade receivables (Refer Note 12)

3(B) Recent accounting pronouncements

Standards issued but not yet effective

The Ministry of Corporate Affairs ('MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the 'Rules') on March 28, 2018. The Rules notify the new revenue standards Ind AS 115 'Revenue from Contracts with Customers' and also bring in amendments to existing Ind AS. The Rules shall be effective from reporting period beginning on or after April 1, 2018 and cannot be early adopted.

(a) Amendment to Ind AS 115

This Ind AS 115 'Revenue from Contracts with Customers will replace with the existing revenue standard of Ind AS 18 'Revenue' and Ind AS 11 'Construction Contracts'. The new standards establish uniform requirements regarding the amount, timing and time period of revenue recognition. It provides a principle based five step model that must be applied to all categories of contracts with customers. Revenue will be recognised when the customer will obtain the control of the goods or services provided.

The Group will introduce Ind AS 115 based on the modified retrospective method. As a result, the effect of transition as at April 1, 2018 will be recognised cumulatively in retained earnings. The Prior year figures will not be adjusted. The Group is in the process of evaluating the requirements of the new standard and the effect on the financial statements is not likely to be material.

(b) Amendments to Ind AS 40

Amendments to Ind AS 40 "Investment property - Transfers of investment property" clarifies that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer.

Management has assessed the effects of the amendment on classification of existing property as at April 01, 2018 and concluded that no reclassifications are required.

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4 Property, plant and equipment

(₹ in million)

Particulars	Freehold land	Leasehold land	Buildings	Furniture and fixtures	Plant and machinery (Refer Note 1)	Office equipments	Vehicles	Electric Fittings, Fans and Coolers	Computers	Total Property Plant and Equipment	Capital work-in-progress
Gross block value as at April 01, 2016	**74.84**	**156.75**	**1,868.86**	**681.65**	**7,990.54**	**309.22**	**46.53**	**482.07**	**611.94**	**12,222.40**	**458.53**
Additions during the year	-	-	15.71	54.60	323.35	27.50	13.10	21.86	57.53	513.65	268.68
Deletions during the year	-	-	0.01	7.26	45.32	7.87	5.13	2.64	14.07	82.30	513.65
Gross block value as at March 31, 2017	**74.84**	**156.75**	**1,884.56**	**728.99**	**8,268.57**	**328.85**	**54.50**	**501.29**	**655.40**	**12,653.75**	**213.56**
Additions during the year	-	0.36	247.75	206.63	907.00	67.52	30.76	81.74	191.22	1,732.98	1,732.30
Deletions during the year	-	-	4.46	30.16	33.26	16.52	1.15	10.92	44.28	140.75	1,732.98
Gross block value as at March 31, 2018	**74.84**	**157.11**	**2,127.85**	**905.46**	**9,142.31**	**379.85**	**84.11**	**572.11**	**802.34**	**14,245.98**	**212.87**
Accumulated depreciation as at April 01, 2016	**-**	**5.61**	**233.35**	**319.77**	**3,006.84**	**219.95**	**24.75**	**204.89**	**456.99**	**4,472.15**	**-**
Depreciation for the year	-	2.74	45.33	63.45	501.98	28.04	4.41	52.95	68.98	767.88	-
Accumulated depreciation on disposals	-	-	0.00	4.03	18.29	4.32	3.38	1.70	13.17	44.89	-
Accumulated depreciation as at March 31, 2017	**-**	**8.35**	**278.68**	**379.19**	**3,490.53**	**243.67**	**25.78**	**256.14**	**512.80**	**5,195.14**	**-**
Depreciation for the year	-	2.74	46.98	66.56	528.72	28.54	6.64	50.62	77.70	808.50	-
Accumulated depreciation on disposals	-	-	0.78	23.84	14.89	13.77	0.65	9.04	38.87	101.84	-
Accumulated depreciation as at March 31, 2018	**-**	**11.09**	**324.88**	**421.91**	**4,004.36**	**258.44**	**31.77**	**297.72**	**551.63**	**5,901.80**	**-**
Net Block as at March 31, 2017	**74.84**	**148.40**	**1,605.88**	**349.80**	**4,778.04**	**85.18**	**28.72**	**245.15**	**142.60**	**7,458.61**	**213.56**
Net Block as at March 31, 2018	**74.84**	**146.02**	**1,802.97**	**483.55**	**5,137.95**	**121.41**	**52.34**	**274.39**	**250.71**	**8,344.18**	**212.87**

Notes

1) Plant and machinery above includes common transmission infrastructure used in Radio business by the Company which are jointly controlled assets as at March 31, 2018:

Gross block - ₹ 162.85 milliion (March 31, 2017: ₹ 165.07 million)

Net block - ₹ 60.85 million (March 31, 2017: ₹ 69.56 million)

2) For assets pledge refer note 17 (A) and (B).

3) Assets given on lease - For details of assets given on lease, Refer Note 32 (b).

4) Capital Commitments - Refer Note 34 for disclosure of contractual commitments for acquisition of property, plant and equipments.

5) Capital work-in-progress mainly comprises of plant and machinery of ₹ 146.80 millions.

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5 Investment properties

(₹ in million)

Particulars	Land	Building	Total
Gross block value as at April 01, 2016	**4.57**	**266.79**	**271.36**
Additions during the year	21.68	209.94	231.62
Deletion during the year	-	10.21	10.21
Gross block value as at March 31, 2017	**26.25**	**466.52**	**492.77**
Additions during the year	1.99	155.86	157.85
Deletion during the year	-	38.38	38.38
Gross block value as at March 31, 2018	**28.24**	**584.00**	**612.24**
Accumulated depreciation as at April 01, 2016	**-**	**5.07**	**5.07**
Depreciation for the year	-	5.05	5.05
Accumulated depreciation on disposals	-	0.53	0.53
Accumulated depreciation as at March 31, 2017	**-**	**9.59**	**9.59**
Depreciation for the year	-	8.18	8.18
Accumulated depreciation on disposals	-	1.15	1.15
Accumulated depreciation as at March 31, 2018	**-**	**16.62**	**16.62**
Net Block as at March 31, 2017	**26.25**	**456.93**	**483.18**
Net Block as at March 31, 2018	**28.24**	**567.38**	**595.62**

Information regarding income and expenditure of Investment property

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Rental income derived from investment properties	0.09	1.31
Profit arising from investment properties before depreciation and indirect expenses	0.09	1.31
Less – Depreciation	8.18	5.05
Loss arising from investment properties before indirect expenses	**(8.08)**	**(3.74)**

The investment properties consist of commercial and residential properties, Based on the management's assessment of the nature, characteristics and risks of each property as at March 31, 2018 the fair values of the properties are ₹ 624.06 million (March 31, 2017: ₹ 512.21 millions).

Estimation of fair value

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- discounted cash flow projections based on reliable estimates of future cash flows
- capitalised income projections based upon a property's estimated net market income and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by independent valuers and / or managments internal assessment. All resulting fair value estimates for investment properties are included in level 3.

Refer Note 34 for Contractual obligations to purchase, construct or develop investment property.

Notes

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6 Other intangible assets

(₹ in million)

Particulars	One time license fees	Computer software- including ERP	"Total intangible Assets"
Gross block value as at April 01, 2016	**1,245.42**	**224.96**	**1,470.38**
Additions during the year	322.49	8.61	331.10
Deletions during the year	-	-	-
Gross block value as at March 31, 2017	**1,567.91**	**233.57**	**1,801.48**
Additions during the year	-	22.92	22.92
Deletion during the year	-	1.80	1.80
Gross block value as at March 31, 2018	**1,567.91**	**254.69**	**1,822.60**
Accumulated amortisation as at April 01, 2016	**458.60**	**111.34**	**569.94**
Amortisation for the year	63.35	26.58	89.93
Accumulated amortisation on disposals	-	-	-
Accumulated amortisation as at March 31, 2017	**521.95**	**137.92**	**659.87**
Amortisation for the year	77.72	29.10	106.83
Accumulated amortisation on disposals	-	1.46	1.46
Accumulated amortisation as at March 31, 2018	**599.67**	**165.56**	**765.23**
Net Block as at March 31, 2017	**1,045.96**	**95.65**	**1,141.61**
Net Block as at March 31, 2018	**968.24**	**89.13**	**1,057.37**

Remaining unamortised period of intengible assets is as follows.

Particulars	Remaining unamortised period (In years)
One time license fees	5 to 14
Computer software- including ERP	1 to 6

7 Investments

(₹ in million)

Particulars		March 31, 2018	March 31, 2017
A	**Non - current investments at fair value through OCI (fully paid):**		
(a)	**Quoted investment in equity shares:**		
	Nil (March 31, 2017: 300,000) equity shares of ₹ 10 each of Ajcon Global Services Limited	-	5.70
	52,136 (March 31, 2017: 52,136) equity shares of ₹ 10 each of Everonn Education Limited	-	0.63
	5,340,000 (March 31, 2017: 5,340,000) equity shares of ₹ 5 each of DMC Education Limited	-	3.74
	665,863 (March 31, 2017: 665,863) equity shares of ₹ 10 each of Timbor Home Limited	-	-

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(₹ in million)

Particulars		March 31, 2018	March 31, 2017
(b)	**Unquoted investments:**		
(i)	**Investment in equity shares:**		
	100,000 (March 31, 2017: 100,000) equity shares of ₹ 10 each of Dwarkas Gems Limited	-	-
	375,000 (March 31, 2017: 375,000) equity shares of ₹ 10 each of Arvind Coirfoam Private Limited	-	-
	325,000 (March 31, 2017: 325,000) equity shares of ₹ 10 each of Micro Secure Solution Limited	-	-
	81,085 (March 31, 2017: 81,085) equity shares of ₹ 10 each of Naaptol Online Shopping Private Limited	342.56	221.77
	486,825 (March 31, 2017: 486,825) equity shares of ₹ 10 each of Neesa Leisure Limited	-	13.10
	140,000 (March 31, 2017: 140,000) equity shares of ₹ 10 each of Trophic Wellness Private Limited	-	11.01
	1,100,917 (March 31, 2017: 1,100,917) equity shares of ₹ 1 each of Abbee Consumables and Peripherals Sshope Limited	-	-
	2,434 (March 31, 2017: 2,434) equity shares of ₹ 10 each of Koochie Play Systems Private Limited	13.37	13.37
	100 (March 31, 2017: 100) equity shares of ₹ 100 each of United News of India	0.01	0.01
	10 (March 31, 2017: 10) equity shares of ₹ 100 each of Press Trust of India	0.00	0.00
(ii)	**Investment in debentures and warrants: (fully paid)**		
	200,000 (March 31, 2017: 200,000), Zero % fully convertible debentures of ₹ 100 each of Cubit Computers Private Limited	-	-
	700,935 (March 31, 2017: 700,935) convertible warrants of ₹ 53.50 of Edserv Softsystems Limited	-	-
	1 (March 31, 2017: 1), Zero % fully convertible debenture of ₹ 8,500,000 each of Roxton (Italy) Clothing Private Limited	-	-
	Total non - current investments	**355.94**	**269.33**
	Aggregate cost of quoted investments	75.00	80.70
	Aggregate market value of quoted investments	-	10.07
	Aggregate cost of unquoted investments	315.91	315.91
	Aggregate amount of impairment in value of investments	347.52	319.04

Investments at fair value through OCI and statement of profit and loss reflect investment in quoted and unquoted equity and debt securities.

8 Loans

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**
Unsecured, considered good				
Inter-corporate loan	300.00	-	-	300.00
	300.00	**-**	**-**	**300.00**

During the current year, the Company has given a loan of ₹ 300 million to a newsprint supplier agent of the Company at interest rate of 10% p.a. This loan is to be utilised by the borrower for meeting its working capital requirements and business needs. The loan is repayable on or before March 31, 2020.

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9 Other financial assets

(Unsecured considered good unless stated otherwise)

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Security deposit against lease of properties [refer note 31 (b)]	158.90	142.82	-	-
Deposit with suppliers and others	198.53	193.37	-	-
Interest accrued on fixed deposits	-	-	24.04	3.83
Derivative assets*	-	-	0.38	-
	357.43	**336.19**	**24.42**	**3.83**

*While the Group entered into other foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

10 Other assets

(Unsecured, considered good unless stated otherwise)

(₹ in million)

	Particulars	Non-current		Current	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
a	**Capital advances**				
	Advances for capital goods	121.58	56.51	-	-
b	**Advances for properties**				
	Considered good	673.10	757.15	-	-
	Considered doubtful	199.08	142.40	-	-
		872.18	**899.55**	**-**	**-**
	Less: provision for doubtful advances	199.08	142.40	-	-
		673.10	**757.15**	**-**	**-**
c	**Advances to related parties**				
	Advances recoverable in cash or kind or for value to be received	-	-	61.70	38.66
		-	**-**	**61.70**	**38.66**
d	**Other assets**				
	Prepayments for premises	1,102.83	1,148.74	45.92	45.96
	Advances to suppliers and others	-	-	757.17	556.38
	Advances to employees	-	-	53.79	25.62
	Balances with statutory / government authorities	15.13	5.31	-	-
	Considered doubtful				
	Advance to suppliers	1.10	1.10	-	-
		1,119.06	**1,155.15**	**856.88**	**627.96**
	Less: Impairment allowance for doubtful advances	1.10	1.10	-	-
		1,117.96	**1,154.05**	**856.88**	**627.96**
	Total other assets	**1,912.64**	**1,967.71**	**918.58**	**666.62**

Note:

Refer Note 31 (b), for details of advances from related parties and firms / companies in which director is a partner, or a director or a member.

Notes

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11 Inventories

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Raw material*	1,104.53	1,624.66
Finished goods	37.83	3.77
Stores and spares	457.02	358.70
	1,599.38	**1,987.13**

*Amount includes raw material in transit of ₹ 184.54 millions (March 31, 2017: ₹ 259.41 millions)

12 Trade receivables

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Secured, considered good	-	-
Unsecured, considered good	5,417.62	4,179.90
Doubtful	516.02	468.47
Total	**5,933.64**	**4,648.37**
Allowance for doubtful debts	(516.02)	(468.47)
Total trade receivables	**5,417.62**	**4,179.90**

Refer Note 31 (b), for details of receivables from related parties and firms / companies in which director is a partner, or a director or a member.

13 Cash and cash equivalents

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Balances with banks		
On current account	518.58	681.25
Deposits with original maturity of less than 3 months	2,090.03	751.33
Cheques on hand	345.16	294.10
Cash on hand	25.74	16.25
	2,979.51	**1,742.93**

Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

14 Bank balances other than cash equivalents

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Deposits with original maturity of more than 3 months but less than 12 months	-	-	239.09	8.29
Deposits with original maturity of more than 12 months	3.22	2.16	-	-
Unclaimed dividend accounts	-	-	0.80	0.90
	3.22	**2.16**	**239.89**	**9.19**

15 Share capital

Particulars	March 31, 2018		March 31, 2017	
	Nos. in millions	(₹ in millions)	Nos. in millions	(₹ in millions)
Authorised share capital				
a. 249,000,000 (March 31, 2017: 249,000,000) Equity Shares of ₹ 10 each	249.00	2,490.00	249.00	2,490.00
b. 1,000 (March 31, 2017: 1,000), 0%, Non-Convertible Redeemable Preference Shares of ₹ 10,000 each	0.00	10.00	0.00	10.00
Total authorised share capital (a+b)	**249.00**	**2,500.00**	**249.00**	**2,500.00**

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to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Issued, subscribed and fully paid-up shares

Particulars	March 31, 2018		March 31, 2017	
	Nos. in millions	(₹ in millions)	Nos. in millions	(₹ in millions)
Equity shares				
At the beginning of the year	183.90	1,838.95	183.74	1,837.39
Issued during the year -Employee Stock Option Schemes ('ESOS')	0.13	1.33	0.16	1.56
Total issued, subscribed and fully paid-up share capital	**184.03**	**1,840.28**	**183.90**	**1,838.95**

(a) Terms/ rights attached to each class of shares

Equity shares:

The Company has only one class of equity shares having a par value ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

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

(b) Details of shareholders holding more than 5% shares of the Company

Name of shareholders	March 31, 2018		March 31, 2017	
	Nos. in millions	% of hold	Nos. in millions	% of hold
Equity shares of ₹ 10 each fully paid				
Nalanda India Equity Fund Limited	17.39	9.45	14.99	8.15
DB Consolidated Private Limited (formerly known as Peacock Trading and Investments Private Limited)	89.79	48.79	89.79	48.83

(c) Shares reserved for issue under options

For detail of shares reserved for issue under the Employee Stock Option Schemes ('ESOS') of the Company Refer Note 38.

(d) Distribution made and proposed

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
(i) Cash dividends on equity shares declared and paid:		
Final Dividend* (March 31, 2017: ₹ 4.25 per share)	-	781.04
Dividend Distribution Tax on final dividend	-	159.02
Interim Dividend (March 31, 2017: ₹ 4.00 per share)	-	735.45
Dividend Distribution Tax on interim dividend	-	149.72
	-	**1,825.23**

*Final dividend represents ₹ 4.25 per share for the year ended March 31, 2016 proposed by the board and approved by the shareholders during the year ended March 31, 2017.

(ii) Dividend not recognised at the end of the reporting period:

Since the year end, the directors have recommended the payment of a final dividend of ₹ 1 /- per fully paid equity share, aggregating ₹ 184.05 million and dividend distribution tax on proposed dividend is ₹ 37.83 million . This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

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16 Other equity

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Capital redemption reserve	0.01	0.01
Securities premium reserve	2,553.20	2,515.62
Share options outstanding account	89.99	94.44
General reserve	1,535.53	1,535.53
Retained earnings	13,220.44	9,973.93
Other reserves (FVOCI - Equity Instruments)	51.45	(14.57)
Total Other equity	**17,450.62**	**14,104.96**
Movement in other equity is as follows:		
Capital redemption reserve		
Balance at the beginning of the year	0.01	0.01
Closing Balance	**0.01**	**0.01**
Securities premium reserve		
Balance at the beginning of the year	2,515.62	2,472.97
Add: Premium received on shares issued as per ESOS	37.58	42.65
Closing Balance	**2,553.20**	**2,515.62**
Stock options outstanding account (refer note 38)		
Gross employee stock options at the beginning of the year	94.44	69.72
Equity share issued during the year	(23.90)	(25.93)
Employee compensation cost (Net of forfeiture / lapse)	19.45	50.65
Closing balance	**89.99**	**94.44**
General reserve		
Balance at the beginning of the year	1,535.53	1,535.53
Closing Balance	**1,535.53**	**1,535.53**
Retained earning		
Balance at the beginning of the year	9,973.93	8,072.26
Profit for the year	3,239.70	3,747.57
Items of other comprehensive income recognised directly in retained earnings		
- Re-measurement gain / (loss) of post employment benefit obligation (net of tax)	6.81	(20.67)
Less: Appropriations		
Final Equity Dividend [amount per share ₹ Nil (March 31, 2017: ₹ 4.25)]	-	781.04
Interim Equity Dividend [amount per share ₹ Nil (March 31, 2017: ₹ 6.75)]	-	735.45
Dividend Distribution Tax	-	308.74
Closing Balance	**13,220.44**	**9,973.93**
Other reserves (FVOCI - Equity Instruments)		
Balance at the beginning of the year	(14.57)	(12.84)
Add: Transfer from Profit and Loss	66.02	(1.73)
	51.45	**(14.57)**
Total other equity	**17,450.62**	**14,104.96**

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to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Nature and purpose of reserves:

a) **Capital redemption reserve**

The Group is required to create capital redemption reserve out of the profit which is available for payment of dividend for the purpose of redemption of preference shares.

b) **Securities premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

c) **Employee share option outstanding account**

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

d) **FVOCI - Equity Instruments**

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

17 Borrowings

(₹ in million)

Particulars	Non-current portion		Current maturities	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
(A) Long-term borrowing				
Foreign currency loans from financial institution (secured) (Refer Note below)	-	-	-	247.70
The above amount includes Amount disclosed under the head "Other financial liabilities" (Refer Note 18)	-	-	-	(247.70)
	-	-	-	-

Foreign currency loans from financial institution

Agco Finance GmbH:

The loan carried interest rate @ LIBOR plus 0.68% repayable in equal half yearly installments. The loan was secured by first pari passu charge with other lenders on plant and machinery and other project assets acquired from the said term loan. The final installment was paid during the current year.

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
(B) Short-term borrowings		
Secured		
Buyers' credit from banks [refer note (i) below]	301.04	287.68
Total secured borrowings	301.04	287.68
Unsecured		
Buyers' credit from banks [refer note (ii) below]	147.61	273.51
Total unsecured borrowings	147.61	273.51
Total borrowings	**448.65**	**561.19**

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to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Buyers' credit facilities:

(i) Secured buyers' credit facilities from banks are secured by first charge on the current assets and second charge on moveable fixed assets of the Company with other consortium bankers. Interest rates for buyers' credit are multiline rates ranging between 1.89% p.a. and 3.36% p.a. (March 31, 2017: between 1.38% p.a. and 1.72% p.a.). They are repayable within 90 days to 180 days.

(ii) Interest rates for unsecured buyers' credits are multiline rates ranging between 1.75% p.a. and 2.17% p.a. (March 31, 2017: between 1.41% p.a. and 1.82% p.a.). They are repayable within 90 days to 180 days.

Net debt reconciliation (₹ in million)

Particulars	Working capital loan	Long Term loan	Total
Debt (including accrued interest) as at April 1, 2017	563.06	248.16	811.22
Cash flows	(121.91)	(260.49)	(382.40)
Effect of foreign exchange rate fluctuation	9.36	(1.73)	7.63
Amortised cost of loan processing	-	14.52	14.52
Interest expenses during the year (Refer Note below)	12.15	3.66	15.81
Interest paid	(12.06)	(4.12)	(16.18)
Debt (including accrued interest) as at March 31, 2018	**450.60**	**-**	**450.60**

Note:

Interest expenses/ payment includes interest relating to borrowings only.

18 Other financial liabilities

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Current maturities of long-term borrowings [refer note 17 (A)]	-	-	-	247.70
Security deposits from newspaper agencies	525.37	481.78	58.37	53.53
Interest accrued but not due	-	-	24.94	23.63
Derivative liabilities*	-	-	-	7.38
Payables for purchase of capital goods	-	-	14.11	15.94
Financial gurarantee contract liabilities	2.14	4.22	2.09	2.19
Unclaimed dividend**	-	-	0.77	0.90
	527.51	**486.00**	**100.28**	**351.27**

*While the Group entered into other foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these other contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

**No amount due and outstanding to be credited to Investor Education and Protection Fund.

19 Taxation

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Non-current tax assets (Net)				
Advance income tax	4,433.14	6,181.10	-	-
Provision for tax	4,416.00	6,119.26	-	-
Advance income tax (Net of provision for tax)	**17.14**	**61.84**	**-**	**-**

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(₹ in million)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Liabilities for Non-current tax (Net)				
Provision for tax	7,127.24	5,523.92	-	-
Advance income tax	7,035.55	5,454.73	-	-
Provision for tax (Net of advance tax)	**91.69**	**69.19**	**-**	**-**
Liabilities for current tax (Net)				
Provision for tax	-	-	1,686.00	-
Advance income tax	-	-	1,682.78	-
Provision for tax (Net of advance tax)	**-**	**-**	**3.22**	**-**

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Opening Balances (Net)	7.35	20.42
Add: Current tax provision for the year	1,651.22	1,927.80
Less: Taxes Paid (net of refund)	(1,580.80)	(1,940.87)
Closing Balance	**77.77**	**7.35**

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Deferred tax liabilities (Net)		
Deferred tax liabilities		
Depreciation	1,155.41	1,086.29
Fair value of investment	65.93	38.99
Deferred tax liabilities	**1,221.34**	**1,125.28**
Deferred tax assets		
Allowance for doubtful debts and advances	254.59	214.74
Provision for employee benefit obligations	114.04	91.42
Others	48.26	38.40
Deferred tax assets	**416.89**	**344.56**
Deferred tax liabilities (Net)	**804.45**	**780.72**
Deffered tax reconciliation		
Opening balance	**780.72**	**812.71**
Tax during the year recognised in profit or loss	(6.32)	(21.05)
Tax during the year recognised in other comprehesive income	30.05	(10.94)
Closing balance	**804.45**	**780.72**

(a) Tax reconciliation

(₹ in million)

	March 31, 2018	March 31, 2017
Accounting profit before tax	**4,884.60**	**5,654.32**
At statutory income tax rate of 34.608% (March 31, 2017 : 34.608%)	1,690.46	1,956.85
Deferred tax assets not recognised on unabsorbed depreciation and business losses carried forward of subsidiaries	1.68	8.83
Effect of changes in tax rate	7.54	-
Effect of non-deductible expenses	(77.72)	35.96
Effect of items not taxable as business income	22.94	(94.89)
Income tax expense	**1,644.90**	**1,906.75**
Income tax expense reported in the Consolidated Statement of Profit and Loss	**1,644.90**	**1,906.75**

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(b) Tax Losses:

Unused capital tax losses for which no deferred tax assets has been recognised is as follows:

(₹ in million)

Particulars	Capital Loss		Potential Tax Benefit	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Financial year 2010-11 - Expiry of losses on March 31, 2019	951.71	951.71	221.71	219.58
Financial year 2013-14 - Expiry of losses on March 31, 2022	1.96	1.96	0.46	0.45
Financial year 2017-18 - Expiry of losses on March 31, 2026	1.11	-	0.26	-

The Group is not likely to generate taxable capital gain before the expiry of aforementioned capital losses.

20 Provisions

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Provision for employee benefits (Refer Note 35)		
Provision for gratuity	96.58	124.12
Provision for leave entitlement	95.97	94.46
	192.55	**218.58**

21 Other current liabilities

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Other payable		
Advances from customers	269.70	261.69
Statutory liabilities	35.18	76.32
	304.88	**338.01**

22 Revenue from operations

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Sale of products		
Sale of newspapers	5,098.67	4,766.37
Sale of magazines	46.36	47.54
	5,145.03	4,813.91
Sale of services		
Advertisement revenue	16,425.39	15,972.59
Printing job charges	1,235.35	1,190.40
Portal and wireless revenue	-	0.09
	17,660.74	17,163.08
Other operating revenue		
Income from event management	169.90	121.10
Sale of power	3.02	4.57
Net gain on fair valuation / sale of investment through profit and loss	-	230.99
Sale of wastage	306.17	246.45
	479.09	603.11
Total revenue from operations	**23,284.86**	**22,580.10**

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23 Other income

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Excess liabilities written back	29.93	29.59
Interest income from:		
Bank deposits	106.62	39.14
Financial assets mesured at amortised cost using 'EIR' basis	14.36	40.93
Others	42.40	35.32
Rent income	4.51	4.32
Miscellaneous income	39.72	20.39
	237.54	**169.69**

24 Cost of raw material consumed

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Raw material		
Opening inventories	1,624.66	1,326.68
Add: Purchases during the year	6,821.38	6,906.05
	8,446.04	8,232.73
Less: Closing inventories	1,104.53	1,624.66
	7,341.51	**6,608.07**

25 (Increase) / decrease in inventories of finished goods

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Opening Stock		
Finished goods	3.77	4.40
Closing Stock		
Finished goods	37.83	3.77
	(34.06)	**0.63**

26 Employee benefit expenses

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Salaries, wages and bonus	3,918.06	3,782.79
Contribution to provident fund and employee's state insurance corporation (refer note 35)	220.48	205.45
Employee stock option scheme (refer note 38)	19.45	50.65
Gratuity expenses (refer note 35)	42.92	40.66
Workmen and staff welfare expenses	163.22	178.56
	4,364.13	**4,258.11**

27 Depreciation and amortisation expenses

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Depreciation of tangible assets (Refer Note 4)	808.50	767.88
Amortisation of other intangible assets (Refer Note 6)	106.82	89.93
Depreciation of investment properties (Refer Note 5)	8.18	5.05
	923.50	**862.86**

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28 Finance costs

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Interest expense:		
On term loans	3.66	7.78
On short term borrowings from bank (buyer's credit and cash credits)	12.15	10.24
On others	40.43	39.39
Total interest expenses	**56.24**	**57.41**
Foreign exchange difference considered as borrowing cost	10.75	17.07
	66.99	**74.48**

29 Other expenses

(₹ in million)

Particulars		March 31, 2018	March 31, 2017
Consumption of stores and spares		993.03	1,009.60
Advertisement and publicity		337.48	420.07
Electricity and water charges		465.45	417.17
Rent [refer note 32 (a)]		366.25	343.83
Distribution expenses		347.48	307.82
Repair and maintenance:-			
Plant and machinery		339.51	312.59
Building		21.42	20.47
Others		82.02	69.99
Traveling and conveyance		262.10	244.74
Business promotion expenses		540.58	224.61
News collection charges		215.24	201.10
Legal and professional charges [Refer Note (a) and (b) below]		205.61	193.98
Survey expenses		236.66	148.84
Event expenses		114.24	122.02
Subcontract charges		145.14	129.20
Corporate social responsibility activities expenditure		45.06	73.58
Printing job work charges		83.35	68.97
Communication expenses		70.73	66.66
License fees		72.48	64.95
Insurance		16.74	24.14
Loss on disposal of property, plant and equipment		10.36	25.81
Loss / (gain) on sale of investment properties		0.68	(3.32)
Royalty		84.05	13.64
Foreign exchange gain (net)		(3.28)	(32.51)
Rates and taxes		7.59	11.63
Bad debts written off	80.32		
Less: Allowances for Trade Receivables adjusted	(79.80)	0.52	1.13
Allowance for trade receivables		127.35	84.27
Impairment allowance for doubtful advances		56.68	68.80
Miscellaneous expenses		731.21	657.54
		5,975.73	**5,291.32**

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(a) Auditors' remuneration (included in legal and professional charges above)

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
As auditor;		
Audit fees	10.40	13.79
Tax audit fees	0.40	0.46
Reimbursement of out of pocket expenses	1.17	1.15
Total	**11.97**	**15.40**

(b) Legal and professional charges include sitting fee paid to directors ₹ 0.76 million (March 31, 2017: ₹ 0.71 million)

30. Earnings per equity share ('EPS')

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Profit for the year	3,239.70	3,747.57
Weighted average number of equity shares outstanding for basic EPS (no. in million)	183.95	183.81
Effect of dilution:		
On account of shares to be issued under ESOS (no. in million)	0.34	0.40
Weighted average number of equity shares outstanding for diluted EPS (no. in million)	184.29	184.21
Nominal value of share (₹)	10.00	10.00
Basic earnings per share (₹)	17.61	20.39
Diluted earnings per share (₹)	17.58	20.34

31. (a) Related party disclosures:

Following is the list of related parties:

Particulars	Related parties
Related parties with whom transactions have taken place during the year	
Key Management Personnel	• Shri Sudhir Agarwal, Managing Director
	• Shri Pawan Agarwal, Deputy Managing Director
	• Shri Girish Agarwal, Director
Relatives of Key Management Personnel	• Late Shri Ramesh Chandra Agarwal, Director (Father of Shri Sudhir Agarwal, Shri Girish Agarwal and Shri Pawan Agarwal)
	• Smt Kasturi Devi Agarwal (Grand Mother of Shri Sudhir Agarwal, Shri Girish Agarwal and Shri Pawan Agarwal)
	• Smt Jyoti Agarwal (Wife of Shri Sudhir Agarwal)
	• Smt Namita Agarwal (Wife of Shri Girish Agarwal)
	• Smt Nitika Agarwal (Wife of Shri Pawan Agarwal)
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	• Abhivyakti Kala Kendra
	• Bhaskar Publications & Allied Industries Private Limited
	• Bhaskar Infrastructure Private Limited
	• Bhaskar Industries Private Limited
	• Decore Exxoils Private Limited
	• Bhaskar Venkatesh Products Private Limited
	• D B Malls Private Limited

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to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Particulars	Related parties
	• D B Power Limited
	• D B Infrastructures Private Limited
	• R.C. Printers
	• Writers and Publishers Private Limited
	• Deligent Hotel Corporation Private Limited
	• DB Consolidated Private Limited
	• Devaswar Trading Private Limited
	• Stitex Global Limited
	• Tushti Trading Private Limited
	• Aarkey Devcon Private Limited
	• Divya Dev Developers Private Limited
	• Divine Housing Development Company Private Limited
	• Sharda Solvent Limited
Independent Directors	• Shri Kailash Chandra Chowdhary (upto October 19, 2016)
	• Shri Piyush Pandey
	• Shri Harish Bijoor
	• Shri Ashwani Kumar Singhal
	• Shri Navin Kumar Kshatriya (Upto September 29, 2017)
	• Smt Anupriya Acharya
Employee Benefit Trust	• D B Corp Ltd – Employees Group Gratuity Assurance Scheme

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the audit committee of board of directors. Outstanding balances at the year-end are unsecured and interest free, unless specified. The Group has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2018 and March 31, 2017. This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

31. (b) Detail of transaction with related parties:

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2018	**March 31, 2017**
Advertisement revenue		
Abhivyakti Kala Kendra	-	0.06
Bhaskar Venkatesh Products Private Limited	4.08	5.74
D B Malls Private Limited	13.23	3.08
D B Power Limited	0.34	0.55
Deligent Hotel Corporation Private Limited	1.13	2.50
Divine Housing Development Company Private Limited	2.91	0.32
Divya Dev Developers Private Limited	0.83	3.48
D B Infrastructures Private Limited	2.50	4.40
Sharda Solvent Limited	0.01	-
Bhaskar Publications & Allied Industries Private Limited	3.40	19.38
Bhaskar Industries Private limited	0.02	0.02

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(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2018	March 31, 2017
Sale of magazines		
Bhaskar Publications & Allied Industries Private Limited	0.10	0.13
Printing job income		
Bhaskar Publications & Allied Industries Private Limited	7.30	3.25
Divya Dev Developers Private Limited	-	1.00
Compensation of Key Management Personnel of the Group		
Shri Sudhir Agarwal (Short-term employee benefits)	9.00	6.75
Shri Pawan Agarwal (Short-term employee benefits)	6.00	6.00
Rent income		
Bhaskar Publications & Allied Industries Private Limited	3.02	3.06
Rent paid		
Bhaskar Industries Private Limited	0.16	0.18
Bhaskar Infrastructure Private Limited	1.99	4.01
Bhaskar Publications & Allied Industries Private Limited	0.14	0.15
R.C. Printers	14.39	15.87
Writers and Publishers Private Limited	57.96	66.72
D B Malls Private Limited	8.24	4.50
Decore Exxoils Private Limited	4.62	5.03
Advertisement and publicity expenses		
Abhivyakti Kala Kendra	-	0.06
Bhaskar Publications & Allied Industries Private Limited	4.00	23.22
D B Malls Private Limited	0.46	0.65
Meeting and hotel lodging charges		
Deligent Hotel Corporation Private Limited	3.74	8.47
Sale of fixed assets		
Bhaskar Publications & Allied Industries Private Limited	0.02	0.01
Purchase of fixed assets		
Bhaskar Publications & Allied Industries Private Limited	-	0.03
Purchase/(Sale) of goods		
Bhaskar Publications & Allied Industries Private Limited	(1.43)	-
Bhaskar Industries Private Limited	-	2.41

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(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2018	March 31, 2017
Security deposit given against lease of properties		
D B Malls Private Limited	2.10	0.56
News print given		
Bhaskar Publications & Allied Industries Private Limited	13.11	29.48
Director's sitting fees :		
Late Shri Ramesh Chandra Agarwal	-	0.04
Shri Girish Agarwal	0.08	0.08
Shri Kailash Chandra Chowdhary	-	0.05
Shri Piyush Pandey	0.16	0.16
Shri Harish Bijoor	0.06	0.06
Shri Ashwani Kumar Singhal	0.22	0.21
Shri Naveen Kumar Kshatriya	0.10	0.04
Smt. Anupriya Acharya	0.14	0.07

(₹ in million)

Balance outstanding at the year end	Balance as on	
	March 31, 2018	March 31, 2017
Advance against advertisement		
Writers and Publishers Private Limited	(12.29)	(12.29)
Advance against properties		
D B Infrastructures Private Limited	15.46	13.82
Advance for expenses		
Bhaskar Industries Private Limited	0.03	0.03
Payable balances		
D B Malls Private Limited	-	(0.02)
Decore Exxoils Private Limited	(0.19)	*
Deligent Hotel Corporation Private Limited	(0.29)	(0.93)
Bhaskar Industries Private Limited	(0.18)	-
Receivable balances		
Aarkey Devcon Private Limited	-	*
Abhivyakti Kala Kendra	0.18	0.18
Bhaskar Industries Private Limited	0.02	-
Bhaskar Publications & Allied Industries Private Limited	15.25	2.96
Bhaskar Venkatesh Products Private Limited	1.17	0.64
D B Infrastructures Private Limited	0.35	0.47
D B Power Limited	0.12	0.18
D B Malls Private Limited	0.00	-

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(₹ in million)

Balance outstanding at the year end	Balance as on	
	March 31, 2018	March 31, 2017
Deligent Hotel Corporation Private Limited	3.21	2.18
Divine Housing Development Company Private Limited	-	0.08
Divya Dev Developers Private Limited	3.18	2.66
Sharda Solvent Limited	0.01	-
Writers and Publishers Private Limited	3.20	0.01
News print given		
Bhaskar Publications & Allied Industries Private Limited	43.99	36.21
Security deposit given for leased properties		
Bhaskar Industries Private Limited	1.62	1.62
Bhaskar Infrastructure Private Limited	11.60	11.60
D B Malls Private Limited	4.13	2.03
R.C. Printers	17.90	17.90
Writers and Publishers Private Limited	1,473.70	1,473.70
Security Deposit received		
Bhaskar Publications & Allied Industries Private Limited	(10.00)	(10.00)

*Represents balance below ₹ 10,000.

(c) Corporate guarantee given

The Group has given a corporate guarantee of ₹179.61million, (March 31, 2017: ₹234.04 million) in favor of Export Development Canada on behalf of Decore Exxoils Private Limited towards the credit facility availed by Decore Exxoils Private Limited from Export Development Canada for purchase of assets.

(d) For information on transactions with post employment benefit plan mentioned in (a) above, refer note 35.

32. Leases

(a) Operating lease (for assets taken on lease):

Rentals in respect of operating leases are recognised as an expense in the consolidated statement of profit and loss, on a straight-line basis over the lease term.

1. The Group has taken various godowns, office and residential premises under operating lease agreements. These are generally renewable by mutual consent.
2. Lease payments recognised for the year are ₹366.25 million (March 31, 2017: ₹343.83 million).
3. There are no restrictions imposed in these lease agreements. There are escalation clauses in agreement with some parties. There are no purchase options. There are no sub leases.
4. The total of minimum lease payment under non-cancellable operating leases are:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Within one year	40.36	30.41
After one year but not more than 5 years	37.38	44.32
More than 5 years	-	-
Total	**77.74**	**74.73**

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(b) Operating lease (for assets given on lease):

Rentals in respect of operating leases are recognized as an income in the consolidated statement of profit and loss, on a straight-line basis over the lease term.

1) The Group has given plant and machinery and investment property on operating lease arrangement for the period ranging from 1 year to 3 years. The lease arrangement is cancellable with mutual consent.

2) Lease income recognised for the year is ₹4.51 million (March 31, 2017: ₹4.32 million).

3) There are no restrictions imposed in the lease agreements and there are no escalation clauses in the agreements.

4) The details of assets given on operating lease are as follows:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Plant and machinery		
Gross carrying amount	52.22	52.22
Accumulated depreciation	25.86	22.05
Depreciation for the year	3.81	3.81
Investment properties		
Gross carrying amount	18.75	23.13
Accumulated depreciation	3.05	3.42
Depreciation for the year	0.28	0.34
Building along with fixtures thereon		
Gross carrying amount	142.38	-
Accumulated depreciation	21.67	-
Depreciation for the year	3.57	-

33. Contingent liabilities

Contingent liabilities not provided for are as follows:

(a) For details of corporate guarantee given, refer note 31(c).

(b) There are several defamation and other legal cases pending against the Group and its directors. These include criminal and civil cases. There are certain employee related cases also pending against the Group. In view of large number of cases, it is impracticable to disclose the details of each case separately. The estimated amount of claims against the Group in respect of these cases is ₹4.69 million (March 31, 2017: ₹ 9.71 million). The estimated contingency in respect of some cases cannot be ascertained. Based on discussions with the solicitors and also the past trend in respect of such cases, the Group believes that there is no present obligation in respect of the above and hence no provision is considered necessary against the same.

34. Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Property, plant and equipment	39.02	47.28
Investment property	164.23	204.10

35. Employee benefits

(I) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund and employee's state insurance corporation. The contributions for provident fund are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 220.48 million (March 31, 2017 :₹ 205.45 million).

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(II) Defined Benefit Plans

i) Gratuity

As per the payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The scheme of the Company is funded with an insurance company in the form of a qualifying insurance policy. Management aims to keep annual contribution relatively stable at such a level such that no plan deficits will arise.

A. The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in million)

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2017	310.65	186.53	124.12
Interest cost/income	24.23	13.95	10.28
Current service cost	32.64	-	32.64
Total amount recognised in the Statement of Profit and Loss	**56.87**	**13.95**	**42.92**
Actuarial Losses on Obligations - Due to Change in Demographic Assumptions	4.01	-	4.01
Actuarial (Gains) on Obligations - Due to Change in Financial Assumptions	(18.66)	-	(18.66)
Return on Plan Asset, excluding interest income	-	2.31	(2.31)
Actuarial Losses on Obligations - Due to Experience	6.66	-	6.66
Total amount recognised in other comprehensive income	**(7.99)**	**2.31**	**(10.30)**
Contributions by employer	-	60.16	(60.16)
Benefit Paid	(31.05)	(31.05)	-
Balance as on March 31, 2018	**328.48**	**231.90**	**96.58**

(₹ in million)

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2016	251.69	139.08	112.61
Interest cost/income	19.80	9.14	10.66
Current service cost	30.00	-	30.00
Total amount recognised in the Statement of Profit and Loss	**49.80**	**9.14**	**40.66**
Actuarial Losses on Obligations - Due to Change in Financial Assumptions	16.64	-	16.64
Return on Plan Asset, excluding interest income	-	(1.35)	1.35
Actuarial Losses on Obligations - Due to Experience	13.62	-	13.62
Total amount recognised in other comprehensive income	**30.26**	**(1.35)**	**31.61**
Contributions by employer	-	60.76	(60.76)
Benefit Paid	(21.10)	(21.10)	-
Balance as on March 31, 2017	**310.65**	**186.53**	**124.12**

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B. The net liability disclosed above relates to funded plans as below:

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of funded obligation as at the year end	(328.48)	(310.65)
Fair Value of Plan Assets as at the year end	231.90	186.53
Funded Status	**(96.58)**	**(124.12)**
Net Liability recognised in Balance Sheet*	**(96.58)**	**(124.12)**

*Recognised under current employee benefit obligations (Refer Note 20)

C. Amount recognised in the Balance Sheet;

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of obligation at the end of the year	(328.48)	(310.65)
Fair value of plan assets at the end of the year	231.90	186.53
Liability recognised in the Balance Sheet	**(96.58)**	**(124.12)**

D. Actuarial assumptions

Valuation in respect of Gratuity has been carried out by an independent actuary, as at the Balance Sheet date, based on the following assumptions:

Particulars	March 31, 2018	March 31, 2017
Discount rate	7.65%	7.34%
Employee turnover	0-5 years 30% 5-10 year of service 12% and for service thereafter-7%	0-5 years 26% 5-10 year of service 9% and for service thereafter-5%
Estimated future salary increase	5.50%	6.00%
Rate of Return on Plan Assets	7.65%	7.34%

- The discount rates reflects the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligation.
- The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand and the employment market.

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

Sensitivity analysis (Impact on projected benefit obligation and current service cost)	Impact on defined benefit obligation of Gratuity			
	As at March 31, 2018		As at March 31, 2017	
	Increase in rate	Decrease in rate	Increase in rate	Decrease in rate
Discount Rate (0.5 % movement)	(20.39)	23.14	(23.93)	27.69
Compensation levels (0.5 % movement)	23.40	(20.97)	27.79	(24.43)
Employee turnover (0.5 % movement)	3.09	(3.50)	2.23	(2.59)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on define benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

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F. **The major categories of plan assets for gratuity are as follows:**

(₹ in million)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Amount	%	Amount	%
Investment Funds:				
Insurance managed funds	231.90	100	186.53	100
Total	**231.90**	**100**	**186.53**	**100**

G. **Expected gratuity contribution for the next year ₹ 25 million (March 31, 2017 ₹ 25 million)**

H. **Defined benefit liability and employer contributions**

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2017, 10 years). The expected maturity analysis of undiscounted gratuity is as follows:

(₹ in million)

Particulars	Less than a year	Between 2 - 5 years	Over 5 years	Total
March 31, 2018				
Defined benefit obligation (gratuity)	35.81	126.00	465.54	627.35
March 31, 2017				
Defined benefit obligation (gratuity)	24.34	94.22	125.43	243.99

I. **Risk exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to market yield of Government securities as at the Balance Sheet date; if plan asset underperform this yield, this will create a deficit. Plan asset investments are made in Group Gratuity Scheme of Life Insurance Companies. These are subject to interest rate risk and the funds manages interest rate risk. The Group has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The management intends to maintain the above investment mix in the continuing years.

Changes in yields

A decrease in yields of plan assets will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's holdings.

ii) **Leave Obligations**

The leave obligations cover the Company’s liability for earned leave.

The entire amount of the provision of ₹ 95.97 million ((March 31, 2017: ₹ 94.46 million) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

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36. Segment information:

For management purposes, the Group is organised into business units based on its services and has following reportable segments:

a) Printing / publishing segment includes newspaper, magazines, printing job work, etc.

b) Radio segment includes broadcasting of Radio.

c) Event includes event management.

d) Internet segment includes integrated internet and mobile interactive services.

No operating segments have been aggregated to form the above reportable operating segments.

(₹ in million)

Particulars	Printing / Publishing		Radio		Event		Internet		Inter segment elimination		Consolidation	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Revenue												
External revenue	21,239.44	20,624.86	1,357.10	1,269.90	169.90	121.10	518.42	564.24	-	-	23,284.86	22,580.10
Inter segmental revenue	0.93	1.19	(0.14)	2.13	-	-	0.38	-	(1.17)	(3.32)	-	-
Total	**21,240.37**	**20,626.05**	**1,356.96**	**1,272.03**	**169.90**	**121.10**	**518.80**	**564.24**	**(1.17)**	**(3.32)**	**23,284.86**	**22,580.10**
Segment results	4,802.59	5,627.62	238.11	380.18	53.69	(7.82)	(247.52)	(249.14)	-	(0.26)	4,846.87	5,750.59
Less : Unallocated corporate expenses											74.62	96.24
Operating profit											4,772.25	5,654.35
Less : Finance costs											66.99	74.48
Add: Unallocable income											179.34	74.45
Less : Tax expenses											1,644.90	1,906.75
Profit for the year											3,239.70	3,747.57
Other Information												
Depreciation and amortisation expenses	779.11	743.02	125.35	99.65	-	-	19.04	20.18	-	-	923.50	862.86
Non - cash expenses other than depreciation	185.68	144.31	3.77	3.83	0.35	0.06	0.77	6.00	-	-	190.58	154.20
Particulars	**March 31, 2018**	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**
Segment assets	19,525.30	17,844.78	2,137.83	2,181.59	6.43	20.33	250.28	263.08	(1,167.13)	(1,363.01)	20,752.71	18,946.78
Unallocated corporate assets refer note (A)											3,602.23	1,896.14
Total Assets											**24,354.94**	**20,842.92**
Segmental liabilities	2,581.04	2,191.21	522.57	884.07	3.42	10.00	407.30	357.58	(411.99)	(776.28)	3,102.35	2,666.58
Unallocated corporate liabilities refer note (B)											1,961.69	2,232.43
Total Liabilities											**5,064.04**	**4,899.01**
Capital expenditure	1,709.17	370.18	38.49	218.83	-	-	7.55	10.77	-	-	1,755.21	599.78

Note - A

Breakup of unallocated corporate assets

(₹ in million)

Particulars	Amount
Fixed deposit (including unclaimed dividend)	2,333.14
Non current tax assets	17.14
Investment and Investment properties	951.57
Inter-corporate loan	300.00
Provision for gain on derivatives	0.38
Umamortised borrowing cost	-
Total Assets	**3,602.23**

Note - B

Breakup of unallocated corporate liabilities

(₹ in million)

Particulars	Amount
Proposed Dividend/Unclaimed dividend	0.77
Deferred Tax Liability	804.46
Provision For Tax	94.91
Interest accrued	24.94
Secured / Unsecured Loans	1,036.61
Total Liabilities	**1,961.69**

(a) Revenue by geographical segment

(₹ in million)

Region	March 31, 2018	March 31, 2017
In India	22,904.61	22,188.92
Outside India	380.25	391.18

(b) Carrying amount of non-current operating assets*

(₹ in million)

Region	March 31, 2018	March 31, 2017
In India	24,354.94	20,842.92
Outside India	-	-

*Non current assets for this pupose consist of property, plant and equipment investment properties and intengible assets.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

37. Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to the integrated internet and mobile interactive services segment, which is an operating and reportable segments, for impairment testing.

The carrying value of goodwill allocated to integrated internet and mobile interactive services cash generating unit is ₹ 19.13 million (March 31,2017: ₹ 19.13 million)

The recoverable amount of the goodwill is determined based on a value in use calculated using cash flow projections from financial budgets approved by senior management covering a period of five year period. The pre-tax discount rate applied to the cash flow projections for impairment testing during the current year is 10% (March 31, 2017: 10%,).The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 10%. Based on the result of the analysis, management did not identify any impairment for goodwill.

38. Employee Stock Option Schemes 2008, 2010 and 2011

The Company has granted Stock Options to its employees through its equity settled schemes referred to as 'DBCL – ESOS 2008', 'DBCL- ESOS 2010' and 'DBCL-ESOS 2011' (issued in six tranches, designated as 'T-1', 'T-2', 'T-3', 'T-4','T-5'and 'T-6' hereinafter). During the year ended March 31, 2018, the following schemes were in operation:

	DBCL – ESOS 2008	**DBCL – ESOS 2010**	**DBCL – ESOS 2011**
Number of options under the scheme	700,000	600,000	3,000,000
Number of option granted under the scheme	413,427	491,203	1,266,670
Vesting period	Options vest over the period of five years from the date of grant as under:		
	Scheme	**All schemes except ESOS 2011 (T-5)**	**ESOS 2011 (T-5)**
	1st Year	20%	15%
	2nd Year	20%	20%
	3rd Year	20%	20%
	4th Year	20%	20%
	5th Year	20%	25%
Exercise period	Within three years from the date of vesting or listing, whichever is later	Within three years from the date of vesting	Three years from vesting of the options
Exercise price	50% discount to the average of first 30 days market price post listing	Discount up to a maximum of 30% to the market price on date of grant.	Discount to the market price on date of grant. between 50.00% and 73.19%
Vesting conditions	Option vest on continued association with the Company and achievement of certain performance parameters		

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Set out below is a summary of options granted under the plan:

Particulars	March 31, 2018		March 31, 2017	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	104.45	804,749	107.21	1,058,596
Granted during the year	100.00	28,000	-	-
Exercised during the year	113.04	132,687	117.16	156,020
Forfeited during the year	107.10	95,432	114.05	97,827
Closing balance	101.95	604,630	104.45	804,749
Vested and exercisable	105.99	171,373	117.23	188,980
Weighted average share price	₹362.12		₹373.07	
Weighted average remaining contractual life	3.78 years		4.24 years	
Range of exercise prices	₹ 95- ₹ 168		₹ 95-₹ 168	

Fair value of option granted:

a) The weighted average fair value at grant date of options granted during the year ended March 31, 2018 was ₹ 281.16 per option (March 31, 2017 – Nil). The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted on October 13, 2017 included:

Particulars	Date of Vesting				
	Oct 13, 2018	Oct 13, 2019	Oct 13, 2020	Oct 13, 2021	Oct 13, 2022
Market Price (₹)	373	373	373	373	373
Expected Life (In Years)	2.5	3.5	4.5	5.5	6.5
Volatility (%)	20.76	22.52	24.23	24.34	24.46
Risk free Rate (%)	6.36	6.52	6.65	6.77	6.87
Exercise Price (₹)	100	100	100	100	100
Dividend yield (%)	1.07	1.07	1.07	1.07	1.07
Fair Value per vest (₹)	**277.85**	**279.70**	**281.35**	**282.83**	**284.05**
Vest Percent (%)	20	20	20	20	20

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

39. Fair value measurements

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTOCI					
- Quoted equity shares	7	-	-	-	-
- Unquoted equity shares	7	-	-	355.94	355.94
Derivatives designated as hedges					
Foreign exchange forward contract	9	-	0.38	-	0.38
Total financial assets		**-**	**0.38**	**355.94**	**356.32**

(₹ in million)

Assets and liabilities measured at amortised cost for which fair values are disclosed At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Loans	8	-	-	300.00	300.00
Trade receivable	12	-	-	5,417.62	5,417.62
Cash and cash equivalents	13 & 14	-	-	3,222.62	3,222.62
Other financial assets	9	-	-	381.47	381.47
Total financial assets		**-**	**-**	**9,321.71**	**9,321.71**
Financial liabilities					
Borrowings	17	-	-	448.65	448.65
Trade Payables		-	-	2,590.81	2,590.81
Other financial liabilities	18	-	-	627.79	627.79
Total financial liabilities		**-**	**-**	**3,667.25**	**3,667.25**

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTOCI					
- Quoted equity shares	7	10.07	-	-	10.07
- Unquoted equity shares	7	-	-	259.26	259.26
Total financial assets		**10.07**	**-**	**259.26**	**269.33**
Financial liabilities					
Derivatives designated as hedges					
Foreign exchange forward contract	18	-	7.38	-	7.38
Total financial liabilities		**-**	**7.38**	**-**	**7.38**

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

(₹ in million)

Assets and liabilities measured at amortised cost for which fair values are disclosed At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Loans	8	-	-	300.00	300.00
Trade receivable	12	-	-	4,179.90	4,179.90
Cash and cash equivalents	13 & 14	-	-	1,754.28	1,754.28
Other financial assets	9	-	-	340.02	340.02
Total financial assets		**-**	**-**	**6,574.20**	**6,574.20**
Financial liabilities					
Borrowings	17	-	-	561.19	561.19
Trade Payables		-	-	2,094.05	2,094.05
Other financial liabilities	18	-	-	829.89	829.89
Total financial liabilities		**-**	**-**	**3,485.13**	**3,485.13**

There are no transfers between any level during the year.The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The Group has used prices from prior transactions / third-party pricing information with relevant adjustment for the valuation of unquoted equity shares. Hence the quantitative information about the significant unobservable inputs have not been disclosed.
- The Group enters into derivative financial instruments majorly foreign exchange forward contracts with the banks. These foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs.

40. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds quoted and unquoted investments.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies so that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two type of risk: currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

The sensitivity analysis have been prepared on the basis that the proportion of financial instruments in foreign currencies are all constant as at March 31, 2018.

The analysis exclude the impact of movements in market variables on the carrying values of gratuity; and the non-financial assets and liabilities.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

The following assumption have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial liabilities held at March 31, 2018 and March 31, 2017.

Foreign currency sensitivity

The Group procures newsprint from the international markets after considering the prevailing prices in the domestic and international markets. The Group uses foreign exchange forward contracts to manage some of its transaction exposures. These foreign exchange forward contracts are not designated as cash flow hedges and are entered into for the periods consistent with the foreign currency exposure of the underlying transactions, generally from one to six months.

Particulars of derivative contracts outstanding as at the balance sheet date:

(In million)

Nature of derivative contract	Nature of underlying exposures	Purpose	March 31, 2018		March 31, 2017	
			$	₹	$	₹
Foreign exchange forward contracts	Buyers credit from banks	Purchase of newsprint	0.42	27.36	1.49	96.46
	Trade payables		1.06	69.40	3.97	257.15

As at balance sheet date, the Company's net foreign currency exposure (payable) that is not hedged is;

(In million)

Currency	March 31, 2018		March 31, 2017	
	Amount in foreign currency	Amount in Indian currency ₹	Amount in foreign currency	Amount in Indian currency ₹
USD	9.24	602.53	15.92	1,032.36
GBP	-	-	0.00	0.03
CAD	(0.00)	(0.14)	(0.02)	(1.63)

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant.

Particulars	Change in Foreign exchange rates	Effect on profit before tax (₹ in Million)
March 31, 2018	5%	(30.12)
	(5)%	30.12
	10%	(60.24)
	(10)%	60.24
March 31, 2017	5%	(51.54)
	(5)%	51.54
	10%	(103.08)
	(10)%	103.08

The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives and embedded derivatives. The impact on the Group's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges and net investment hedges. The Group's exposure to foreign currency changes for all other currencies is not material.

Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing printing of newspapers and magazines and therefore require a continuous supply of newsprint. The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required newsprint supply, the Group hedges the purchase price using forward commodity purchase contracts. The forecast is deemed to be highly probable.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Concentrations of credit risk with respect to trade receivables are limited, due to the Group's customer base being large. All trade receivables are reviewed and assessed for default on a regular basis. Our historical experience of collecting receivables, supported by the level of default, is that the credit risk is low.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Group to determine incurred and expected credit losses. The Group assesses and manages credit risk based on the Group's credit policy. Under the Group's credit policy, each new customer is analyzed individually for credit worthiness before the Group's standard payment and delivery terms and conditions are offered. The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

The Group's accounts receivable are geographically dispersed. The Management do not believe there are any particular customers or group of customers that would subject the Group to any significant credit risks in the collection of accounts receivable.

Following is the movement in Provision for Expected Credit Loss on Trade Receivables:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Loss allowance at the beginning of the year	468.47	440.15
Changes in allowance during the year	47.55	28.32
Loss allowance as at the end of the year	516.02	468.47

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of buyer's credit and bank loans. All of the Group's debt will mature in less than one year at March 31, 2018 based on the carrying value of borrowings reflected in the financial statements. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2018:

(₹ in million)

Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	448.65	-	-	448.65
Trade and other payables	2,590.81	-	-	2,590.81
Other financial liabilities	100.28	2.14	525.37	627.79
Total	**3,139.74**	**2.14**	**525.37**	**3,667.25**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2017:

(₹ in million)

Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	561.19	-	-	561.19
Trade and other payables	2,094.05	-	-	2,094.05
Other financial liabilities	351.27	4.22	481.78	837.27
Total	**3,006.51**	**4.22**	**481.78**	**3,492.51**

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio less than 20%. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, as calculated below:

(₹ in million)

Particulars	March 31, 2018	March 31, 2017
Borrowings	448.65	561.19
Trade payables	2,590.81	2,094.05
Other payables	1,220.13	1,463.05
Less: cash and bank balances	3,219.40	1,752.12
Net debt	1,040.19	2,366.17
Equity	19,290.90	15,943.91
Equity and net debt	20,331.09	18,310.08
Gearing ratio	**5.12%**	**12.92%**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2017.

41. Additional information required by Schedule III

	March 31, 2018							
Name of the entity in the group	**Net assets i.e., total assets minus total liabilities**		**Share in profit / (loss)**		**Share in other comprehensive income**		**Share in total comprehensive income**	
	As a % consolidated assets	**₹ in million**	**As a % consolidated profit and loss**	**₹ in million**	**As a % consolidated other comprehensive income**	**₹ in million**	**As a % consolidated total comprehensive income**	**₹ in million**
D B Corp Limited	99.95	19,280.94	100.15	3,244.56	100.00	72.83	100.15	3,317.39
I Media Corp Limited	0.06	12.21	(0.05)	(1.62)	-	-	(0.05)	(1.62)
DB Infomedia Private Limited	(0.01)	(2.25)	(0.10)	(3.24)	-	-	(0.10)	(3.24)

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2018

March 31, 2017								
Name of the entity in the group	Net assets i.e., total assets minus total liabilities		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % consolidated assets	₹ in million	As a % consolidated profit and loss	₹ in million	As a % consolidated other comprehensive income	₹ in million	As a % consolidated total comprehensive income	₹ in million
D B Corp Limited	99.91	15,929.37	100.67	3,772.82	100.00	(22.40)	100.67	3,750.42
I Media Corp Limited	0.08	13.55	(0.02)	(0.63)	-	-	(0.02)	(0.63)
DB Infomedia Private Limited	0.01	0.99	(0.65)	(24.62)	-	-	(0.65)	(24.62)

42. Disclosure on Specified Bank Notes (SBNs)

In accordance with MCA notification G.S.R. 308(E) dated March 31, 2017, details of Specified Bank Notes ('SBN') and other denomination notes ('ODNs') held and transacted during the period from November 8, 2016 to December, 30 2016 is given below:

(₹ in million)

Particulars	SBNs	ODNs	Total
Closing cash on hand as on November 8, 2016	74.20	4.80	79.00
(+) Permitted receipts	-	264.03	264.03
(-) Permitted payments	0.08	15.39	15.47
(-) Amount deposited in Banks	74.12	244.49	318.61
Closing cash on hand as on December 30, 2016	-	8.95	8.95

43. Previous year's figures have been regrouped / reclassified wherever necessary to conform to this year's classifications.

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number: FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Form AOC-I

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES / ASSOCIATE COMPANIES / JOINT VENTURES

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

(in ₹)

1	Sr. No.	1	2
2	Name of the subsidiary/ies	**I Media Corp Limited**	**DB Infomedia Private Limited**
3	The date since when subsidiary was acquired	29th September, 2006	16th February, 2015
4	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	N.A.	N.A.
5	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.	N.A.
6	Share Capital	11,229,140	10,505,000
7	Reserves & Surplus	979,240	(12,863,598)
8	Total Assets	14,951,054	2,062,480
9	Total Liabilities	2,742,674	15,650,218
10	Investments	-	11,229,140
11	Turnover	931,342	-
12	Profit / (Loss) before taxation	(1,339,429)	(4,452,952)
13	Provision for taxation	279,264	-
14	Profit / (Loss) after taxation	(1,618,693)	(4,452,952)
15	Proposed Dividend	Nil	Nil
16	Extent of shareholding (in percentage)	100%*	100%*
17	Names of subsidiaries which are yet to commence operations	Nil	
18	Names of subsidiaries which have been liquidated or sold during the year	Nil	

* Including % of shareholding held by subsidiaries / nominees.

Part "B": Associates and Joint Ventures

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

Not Applicable

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agrawal
Managing Director

Pawan Agrawal
Deputy Managing Director

P. G. Mishra
Group Chief Financial Officer

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2018

Subsidiaries

DB Infomedia Private Limited

I Media Corp Limited

Board's Report

To the Members,
DB Infomedia Private Limited

Your Directors have pleasure in presenting the 3rd Annual Report together with the Balance Sheet and the Statement of Profit and Loss of the Company for the year ended 31st March, 2018.

Financial Highlights

The financial results of your Company for the year ended on 31st March, 2018 are as under:

(₹ in Mn.)

PARTICULARS	2017-18	2016-17
Income	1.30	0.09
Expenditure	4.45	24.71
Loss for the period before tax	**(4.45)**	**(24.62)**
Less: Tax (including deferred tax)	-	-
Loss after tax	**(4.45)**	**(24.62)**
Net worth	**(2.35)**	**2.09**

Review of Performance

Your Company has successfully completed 3 years of its existence. It could generate revenue of ₹ 1.30 million during the third year and also could keep a strict check on its overheads. The Company managed to run its website www.postpickle.com ensuring a commensurate performance.

The Board of Directors is positive about the Company's future prospects and is putting all efforts to flourish its business.

Future Prospects

Your Company aims at creating interesting and engaging content with ideation and distributing content to relevant users. It expects to do well in coming years with focused attention on user experience.

Dividend

In view of losses for the year under review, your Directors do not recommend any dividend for the financial year 2017-18. Further, there is no question of transferring any amount to the reserves of the Company in view of the loss incurred during FY 2017-18.

Report on Performance of Subsidiaries, Associates and Joint Venture Companies

The Company's wholly-owned subsidiary viz. I Media Corp Limited has incurred loss of ₹ 1.34 million (before tax). The Company is committed to put in best efforts to improve revenues in coming quarters.

Loans from Directors

During the year under review, the Company has not borrowed any amount from its Directors.

Directors

As per Articles of Association of the Company, directors are not liable to retire by rotation.

Mr. Rajeev Chaturvedi and Mr. Manoj Garg, Directors of the Company continue to lead the Company's business operations. There were no new appointments to or cessations from the Board during the year.

Board Meetings

During the year under review, the Board met 5 (Five) times on 17th May, 2017, 17th August, 2017, 2nd September, 2017, 24th November, 2017 and 4th January, 2018. The intervening gap between the meetings was well within the limits prescribed under the Companies Act, 2013.

Both the directors were present at all the 5 meetings held during the year.

The Company has complied with the applicable Secretarial Standards in respect of all the above Board Meetings.

Extract of Annual Return

The extract of the Annual Return in Form MGT 9 is annexed as 'Annexure A' with this Report.

Directors' Responsibility Statement

Pursuant to requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting

standards had been followed, along with proper explanation relating to material departures;

2. that 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 as at 31st March, 2018 and of the losses of the Company for the year ended as on that date;

3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. that the directors had prepared the annual accounts for the year ended 31st March, 2018, on a "going concern" basis;

5. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory Auditors

At the 2nd Annual General Meeting ("AGM") of the Company held on 29th September, 2017, the members of the Company had approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting, as prescribed).

However, during the year under review, the Parliament of India has enacted The Companies (Amendment) Act, 2017 whereby ratification of appointment of auditors at every AGM under Section 139(1) has been done away with. Due to the enforcement of this amendment by the Ministry of Corporate Affairs during the year under review, henceforth, it is no longer necessary to seek ratification of the appointment of the Auditors by the shareholders at every AGM.

However, the Board wishes to inform the shareholders that the Statutory Auditors viz. M/s. Price Waterhouse Chartered Accountants LLP have confirmed that their appointment is still within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for holding such position of auditorship within the meaning of Section 139 of the said Act.

Auditors' Report

The Auditors' Report does not contain any qualifications, reservations or adverse remarks.

Reporting of frauds by Statutory Auditors under Section 143 (12)

The Statutory Auditors have neither come across any instance of fraud by the Company, or on the Company by its officers or employees during the year, nor have they been informed of any such case by the management.

Internal Controls Systems

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and to ensure that all transactions are authorized, recorded and reported correctly and adequately. These systems ensure that financial transactions are carried out, archived and reported in an accurate and lawful manner.

Deposits

Your Company has not invited and / or accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time.

Details under Section 186 of the Companies Act, 2013

Full particulars of loans and guarantees given and investments made under Section 186 of the Companies Act, 2013 have been given separately in the financial statements of the Company read with Note No. 17 in the Notes to Accounts which may be read in conjunction with this Report.

Related Party Transactions

All related party transactions entered into during the financial year were in the ordinary course of business and at arm's length basis. There were no materially significant related party transactions entered into by the Company within the meaning of Section 188 of the Companies Act, 2013. Hence, Form AOC-2 is not applicable to the Company.

Risk Management Policy

Your Company places key emphasis on the risk management and believes in establishing a structured and disciplined approach to risk management. Your Company has subscribed to and adopted the Risk Management policy framed by its Holding Company viz. D. B. Corp Limited. Your Company reviews various business and operational risks as laid down in the plan and considers instituting proper control procedures to mitigate the same.

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since your Company does not own any manufacturing facility, the Company was not required to take any steps with regard to conservation of energy, technology absorption or other related items as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

There were neither foreign exchange earnings nor any foreign exchange outgo during the year under consideration.

Particulars of Employees

Your Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Prevention of Sexual Harassment at Workplace

During the year, no complaints on sexual harassment were received by the Company.

Material Changes and Commitments

There are no material changes and commitments that immerged post the year under review and are outstanding as on the date of this report.

General

Your Directors state that no disclosure is required in respect of the following matters as there were no transactions in relation thereto, during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.

2. Issue of sweat equity shares / Employees Stock Option Scheme.

3. Non-exercise of voting rights directly by the employees in respect of shares purchased under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

Significant and Material Orders passed by the Regulators

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

Acknowledgement

Your Directors wish to express their grateful appreciation for the valuable co-operation and support received from the Company's bankers, business associates, customers, suppliers and shareholders during the year under review and look forward to the same in greater measure in coming years.

For and on behalf of the Board of Directors of

DB Infomedia Private Limited

Rajeev Chaturvedi	**Manoj Garg**
Director	Director
DIN: 06478140	DIN: 00809382

Place: Bhopal
Date: 15th May, 2018

Annexure A

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN	U74300MP2015PTC033850
ii.	Registration Date	16/02/2015
iii.	Name of the Company	DB Infomedia Private Limited
iv.	Category / Sub-Category of the Company	Company having Share Capital / Non-Govt. Company
v.	Address of the Registered office and contact details	Office Block 1A, 5th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone – I, Bhopal – 462016, Madhya Pradesh. Tel No: 0755-6665622
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
	NO BUSINESS ACTIVITY DURING THE YEAR.		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	D. B. Corp Limited Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat.	L22210GJ1995PLC047208	Holding	100%	2(46)
2.	I Media Corp Limited 6, Press Complex, MP Nagar, Zone I, Bhopal 462011.	U64202MP2006PLC018676	Subsidiary	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)

i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a. Individual /HUF	0	60	60	0.01%	0	60	60	0.01%	0.00%
b. Central Govt.	0	0	0	0	0	0	0	0	N.A.
c. State Govt.(s)	0	0	0	0	0	0	0	0	N.A.
d. Bodies Corporate	0	1050440	1050440	99.99%	0	1050440	1050440	99.99%	0.00%
e. Banks / FIs	0	0	0	0	0	0	0	0	N.A.
f. Any Other	0	0	0	0	0	0	0	0	N.A.
Sub-Total A(1) :	**0**	**1050500**	**1050500**	**100.00%**	**0**	**1050500**	**1050500**	**100.00%**	**0.00%**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) FOREIGN									
a. NRIs - Individuals	0	0	0	0	0	0	0	0	N.A.
b. Others – Individuals	0	0	0	0	0	0	0	0	N.A.
c. Bodies Corporate	0	0	0	0	0	0	0	0	N.A.
d. Banks / FIs	0	0	0	0	0	0	0	0	N.A.
e. Any Other	0	0	0	0	0	0	0	0	N.A.
Sub-Total A(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**N.A.**
Total Shareholding of Promoters A=A(1)+A(2)	**0**	**1050500**	**1050500**	**100.00%**	**0**	**1050500**	**1050500**	**100.00%**	**0.00%**
B. PUBLIC SHAREHOLDING									
1. INSTITUTIONS									
a. Mutual Funds	0	0	0	0	0	0	0	0	N.A.
b. Banks / FIs	0	0	0	0	0	0	0	0	N.A.
c. Central Govt.	0	0	0	0	0	0	0	0	N.A.
d. State Govt.(s)	0	0	0	0	0	0	0	0	N.A.
e. Venture Capital Funds	0	0	0	0	0	0	0	0	N.A.
f. Insurance Companies	0	0	0	0	0	0	0	0	N.A.
g. FIIs / FPIs	0	0	0	0	0	0	0	0	N.A.
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	N.A.
i. Others (specify)	0	0	0	0	0	0	0	0	N.A.
Sub-Total B(1) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**N.A.**
2. NON-INSTITUTIONS									
a. Bodies corporate	0	0	0	0	0	0	0	0	N.A.
i. Indian	-	-	-	-	-	-	-	-	N.A.
ii. Overseas	-	-	-	-	-	-	-	-	N.A.
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹1 lakh	0	0	0	0	0	0	0	0	0.00%
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	0	0	0	0	0	0	0	0	N.A.
c. Others (specify)	0	0	0	0	0	0	0	0	N.A.
Sub-Total B(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00%**
Total Public Shareholding B=B(1)+B(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00%**
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	0	0	0	0	0	0	0	0	N.A.
Grand Total (A+B+C) :	**0**	**1050500**	**1050500**	**100.00%**	**0**	**1050500**	**1050500**	**100.00%**	**0.00%**

ii. Shareholding of the Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares pledged / encumbered to total shares	
1	D. B. Corp Limited*	1050500	100.00%	Nil	1050500	100.00%	Nil	0.00%
	Total	**1050500**	**100.00%**	**Nil**	**1050500**	**100.00%**	**Nil**	**0.00%**

*Shareholding includes shares held along with nominee shareholders of D. B. Corp Limited

iii. Change in Promoters' Shareholding

Sr. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year				
Date wise Increase (+) / Decrease (-) in Promoters' Shareholding during the year		N.A		
At the end of the year				

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	N.A			
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity, etc)				
	At the end of the year				

v. Shareholding of Directors and Key Managerial Personnel *

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	N.A			
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc)				
	At the end of the year				

* None of the Directors hold any shares in the Company. Also, the provisions of Section 203 of the Companies Act, 2013 are not applicable. Hence, the Company has not appointed any KMP.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	36,71,099	-	36,71,099
Total (i+ii+iii)	**-**	**36,71,099**	**-**	**36,71,099**
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	**-**	**-**	**-**	**-**
Indebtedness at the end of the financial year				
i) Principal amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	36,71,099	-	36,71,099
Total (i+ii+iii)	**-**	**36,71,099**	**-**	**36,71,099**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company does not pay any remuneration and / or sitting fees to any of its Directors.

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

SR. NO.	PARTICULARS OF REMUNERATION	Name of MD/WTD/ Manager	Total Amount
1.	Gross Salary	N.A	
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961		
	c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		
2.	Stock Options		
3.	Sweat Equity		
4.	Commission		
	- as a % of Profit		
	- others, specify		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors

SR. NO.	PARTICULARS OF REMUNERATION	Names of Directors	Total Amount
1.	**INDEPENDENT DIRECTORS**	N.A	
	- Fee for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (1)		
2.	**OTHER NON-EXECUTIVE DIRECTORS**		
	- Fee for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (2)		
	Total B = (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

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

SR. NO.	PARTICULARS OF REMUNERATION	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross Salary	NIL			
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961				
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961				
	c. Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961				
2.	Stock Options				
3.	Sweat Equity				
4.	Commission				
	- as a % of Profit				
	- others, please specify				
5.	Others, please specify				
	Total				

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajeev Chaturvedi
Director
DIN: 06478140

Manoj Garg
Director
DIN: 00809382

Place: Bhopal
Date: 15th May, 2018

Independent Auditors' Report

TO THE MEMBERS OF DB INFOMEDIA PRIVATE LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying financial statements of DB Infomedia Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

9. We draw your attention to Note 24 to the financial statements regarding the losses incurred during the previous years and no business operations during the current year. The operations of the company are contingent upon the financial support extended by the parent company. Our opinion is not qualified in respect of this matter.

Other Matter

10. The Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 17, 2017, expressed an unmodified opinion on those financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

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

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

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

    c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

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

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

        i. The Company does not have any pending litigations as at March 31, 2018 which would impact its financial position.

        ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2018.

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

        iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Priyanshu Gundana
Partner
Membership Number: 109553

Place: Mumbai
Date : May 16, 2018

Annexure A to Independent Auditors' Report

Referred to in paragraph 12 (f) of the Independent Auditors' Report of even date to the members of DB Infomedia Private Limited on the financial statements as of and for the year ended March 31, 2018

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

1. We have audited the internal financial controls over financial reporting of DB Infomedia Private Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the

risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Priyanshu Gundana
Partner
Membership Number: 109553

Place: Mumbai
Date : May 16, 2018

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of DB Infomedia Private Limited on the financial statements as of and for the year ended March 31, 2018

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

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The Company does not own any immovable properties as disclosed in Note 6(a) on fixed assets to the financial statements. Therefore, the provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including service tax and goods and service tax with effect from July 01, 2017, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, service-tax, or goods and service tax which have not been deposited on account of any dispute.

viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

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

xi. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Priyanshu Gundana
Partner
Membership Number: 109553

Place: Mumbai
Date : May 16, 2018

Balance Sheet

as at March 31, 2018

(₹ in thousand)

	Notes	As at March 31, 2018	As at March 31, 2017
ASSETS			
Non-Current Assets			
Property, plant and equipment	3 (a)	1,928.93	3,065.37
Intangible assets	3 (b)	6.25	7.93
Financial assets			
Investments	4	11,229.14	11,229.14
Other assets	6	-	249.70
		13,164.32	14,552.14
Current Assets			
Financial assets			
Cash and cash equivalents	5	127.31	220.49
Other assets	6	-	1,991.41
		127.31	2,211.90
Total		**13,291.63**	**16,764.04**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	10,505.00	10,505.00
Other Equity			
Equity component of Compound Financial Instruments		57,977.37	57,977.37
Retained earnings		(70,840.96)	(66,388.02)
Total equity attributable to equity holders		(2,358.59)	2,094.35
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Long-term borrowings	8	11,334.57	10,122.63
Current liabilities			
Financial liabilities			
Other financial liabilities	9	4,315.65	4,493.87
Other liabilities	10	-	53.19
		4,315.65	4,547.06
Total		**13,291.63**	**16,764.04**
Summary of significant accounting policies	**2**		

The above Balance sheet should be read in conjunction with the accompanying notes

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajeev Chaturvedi
Director
DIN : 06478140

Manoj Garg
Director
DIN : 00809382

Pooja Mandave
Company Secretary

Place: Bhopal
Date: May 15, 2018

Statement of Profit and Loss

for the year ended March 31, 2018

(₹ in thousand)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Income			
Revenue from operations	11	-	93.00
Other income	12	1.30	0.00
Total income		**1.30**	**93.00**
Expenses			
Employee benefit expenses	13	-	6,912.33
Depreciation and amortisation expenses	3 (a) and (b)	1,138.12	1,234.27
Finance costs	15	1,211.94	4,021.27
Other expenses	14	2,104.18	12,547.11
Total expense		**4,454.24**	**24,714.98**
Loss for the year		**(4,452.94)**	**(24,621.98)**
Attributable to:			
Equity holders		**(4,452.94)**	**(24,621.98)**
Other comprehensice Income		-	-
Total comprehensive income for the year			
Attributable to:			
Equity holders		**(4,452.94)**	**(24,621.98)**
Loss per equity share	16		
Nominal value of share ₹ 10 (March 31, 2017: ₹ 10)			
Basic and Diluted		(4.24)	(99.38)
Summary of significant accounting policies	2		

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajeev Chaturvedi
Director
DIN : 06478140

Manoj Garg
Director
DIN : 00809382

Pooja Mandave
Company Secretary

Place: Bhopal
Date: May 15, 2018

Statement of Change in Equity

for the year ended March 31, 2018

A. Equity share capital (Refer Note 7)

(₹ in thousand)

Particulars	Amount
Balance as at April 01, 2016	**505.00**
Changes in equity share capital	10,000.00
Balance as at March 31, 2017	**10,505.00**
Changes in equity share capital	-
Balance as at March 31, 2018	**10,505.00**

B. Other equity

(₹ in thousand)

Particulars	Equity component of compound financial instrument	Reserve and surplus	Total
		Retained earnings	
As at March 31, 2016	**10,081.64**	**(41,766.04)**	**(31,684.40)**
Loss for the year	-	(24,621.98)	(24,621.98)
Conversion of Compulsorily convertible debentures ("CCD")	(9,996.50)	-	(9,996.50)
680,000 7.5% redeemable preference share	57,892.23	-	57,892.23
As at March 31, 2017	**57,977.37**	**(66,388.02)**	**(8,410.65)**
Loss for the year	-	(4,452.94)	(4,452.94)
As at March 31, 2018	**57,977.37**	**(70,840.96)**	**(12,863.59)**

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajeev Chaturvedi
Director
DIN : 06478140

Manoj Garg
Director
DIN : 00809382

Pooja Mandave
Company Secretary

Place: Bhopal
Date: May 15, 2018

Statement of Cash Flow

for the year ended March 31, 2018

(₹ in thousand)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
A. Cash flow from operating activities			
Loss for the year		(4,452.94)	(24,621.98)
Adjustments to reconcile loss for the period to net cash flows			
Loss on sale / disposal of property, plant and equipments (net)		-	998.27
Finance costs		1,211.94	4,021.27
Depreciation and amortisation expenses		1,138.12	1,234.27
Deposit and other balances written off		2,034.91	-
Operating loss before working capital changes		**(67.96)**	**(18,368.17)**
Changes in working capital			
Decrease in other current / non - current assets		-	519.65
Increase / (decrease) in other financial liabilities		11.47	(1,030.34)
Decrease in other current liabilities		(36.69)	(342.89)
Cash used in operations		**(25.21)**	**(853.58)**
Net cash used in operating activities	**(A)**	**(93.18)**	**(19,221.75)**
B. Cash flow from investing activities			
Purchase of property, plant and equipments		-	(88.86)
Proceeds from sale of property, plant and equipments		-	77.19
Purchase of shares in subsidiary company		-	(11,229.14)
Net cash used in investing activities	**(B)**	**-**	**(11,240.81)**
C. Cash flow from financing activities			
Proceeds from short-term borrowings		-	19,500.00
Repayment of short-term borrowings		-	(56,400.00)
Proceeds from issue of preference shares		-	68,000.00
Finance cost		-	(1,439.40)
Net cash generated from financing activities	**(C)**	**-**	**29,660.60**
Net decrease in cash and cash equivalents	**(A)+(B)+(C)**	**(93.18)**	**(801.96)**
Cash and cash equivalents at the beginning of the year		220.49	1,022.45
Cash and cash equivalents at the end of the year		127.31	220.49
Net decrease in cash and cash equivalents		**(93.18)**	**(801.96)**

The above Statement of Cash Flows should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajeev Chaturvedi
Director
DIN : 06478140

Manoj Garg
Director
DIN : 00809382

Pooja Mandave
Company Secretary

Place: Bhopal
Date: May 15, 2018

Notes

to the Financial Statements as at and for the year ended March 31, 2018

1. Nature of operations:

DB Infomedia Private Limited (the 'Company') is a Company registered under the Companies Act, 2013 (the 'Act') and is limited by shares. The Company is engaged in the business of operating, managing and hosting websites / personal pages or otherwise providing audio-visual content in the domain of entertainment.

The Company's registered office is office Block 1A, 5th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone-I, Bhopal-462042, Madhya Pradesh, India.

2. Significant Accounting Policies:

2.1 Basis of accounting and preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared under the historical cost basis except for certain financial assets and liabilities that have been measured at fair value (refer accounting policy regarding financial instruments). The financial statements have been prepared on a going concern basis (also refer Note no. 24).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands with two decimal as per the requirement of Schedule III, unless otherwise stated.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

2.2 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

2.3 Intangible assets :

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

2.4 Depreciation and amortization

The Company provides depreciation on property, plant and equipment using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management, which are equal to the corresponding rates prescribed in Schedule II to the Act. Further, Company provides amortization of intangible asset using the straight line method at the rates computed based on the estimated useful life of the assets as estimated by the management.

The Company has used the following lives to provide depreciation and amortisation on fixed assets:

Category	Useful lives (in years)
Office equipment	5
Furniture and fixtures	10
Electrical fittings and coolers	10
Computers and Servers	3 and 6
Computer Software	6

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.5 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ('CGU') fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, wherever applicable, a long term growth rate is calculated and applied to projected future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.6 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company is the lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

2.7 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sales tax / value added tax (VAT), service tax and goods and service tax is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

The specific recognition criteria described below must also be met before revenue is recognised.

Portal and wireless revenue

Revenue is recognised as and when the related services are rendered as per the terms of agreement and are disclosed net of trade discounts.

2.8 Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.9 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as expenses, when an employee renders the related service.

2.10 Income taxes

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit and loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

2.11 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

2.12 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. Where there is a possible obligation or a present obligation and the likelihood of the outflow of resources is remote, no provision or disclosure is needed.

2.13 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

2.14 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.15 Cash and cash equivalents

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

2.16 Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset.

Subsequent measurement

Financial assets at amortised cost

For purposes of subsequent measurement, financial assets which include debt instruments are measured at amortised cost.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, or as derivatives financial instruments, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

Derecognition

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

2.17 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.18 Significant accounting judgments, estimates and assumptions:

Significant judgement:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets.

Operating lease commitments – Company as lessee

The Company has entered into commercial property leases for its offices and premises. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

3(a) Property, plant and equipment:

(₹ in thousand)

Particulars	Office equipments	Furniture and fixtures	Electric fittings, fans and coolers	Computers	Total
Gross block value as at March 31, 2016	**1,809.41**	**1,350.68**	**513.15**	**2,779.94**	**6,453.18**
Additions during the year	53.49	-	-	35.37	88.86
Deletion during the year	(53.40)	(1,090.63)	(36.66)	(92.10)	(1,272.79)
Gross block value as at March 31, 2017	**1,809.50**	**260.05**	**476.49**	**2,723.21**	**5,269.25**
Additions during the year	-	-	-	-	-
Deletion during the year	-	-	-	-	-
Gross block value as at March 31, 2018	**1,809.50**	**260.05**	**476.49**	**2,723.21**	**5,269.25**
Accumulated depreciation as at March 31, 2016	**313.17**	**90.35**	**47.69**	**717.41**	**1,168.62**
Depreciation for the year	345.25	85.35	47.07	754.91	1,232.58
Accumulated depreciation on disposals	(15.79)	(128.27)	(5.59)	(47.67)	(197.32)
Accumulated depreciation as at March 31, 2017	**642.63**	**47.43**	**89.17**	**1,424.65**	**2,203.88**
Depreciation for the year	340.86	24.60	45.04	725.94	1,136.44
Accumulated depreciation as at March 31, 2018	**983.49**	**72.03**	**134.21**	**2,150.59**	**3,340.32**
Net block as at March 31, 2017	**1,166.87**	**212.62**	**387.32**	**1,298.56**	**3,065.37**
Net block as at March 31, 2018	**826.01**	**188.02**	**342.28**	**572.62**	**1,928.93**

3(b) Intangible assets:

(₹ in thousand)

Particulars	Computer software	Total
Gross block value as at March 31, 2016	**10.63**	**10.63**
Additions during the year	-	-
Gross block value as at March 31, 2017	**10.63**	**10.63**
Additions during the year	-	-
Deletion during the year	-	-
Gross block value as at March 31, 2018	**10.63**	**10.63**
Accumulated amortisation as at March 31, 2016	**1.01**	**1.01**
Amortisation for the year	1.69	1.69
Accumulated amortisation as at March 31, 2017	**2.70**	**2.70**
Amortisation for the year	1.68	1.68
Accumulated amortisation as at March 31, 2018	**4.38**	**4.38**
Net block as at March 31, 2017	**7.93**	**7.93**
Net block as at March 31, 2018	**6.25**	**6.25**

Notes

to the Financial Statements as at and for the year ended March 31, 2018

Financial assets:

4. Investments:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Non-trade investments (fully paid up, valued at cost unless stated otherwise)		
In Subsidiaries		
Unquoted investment in equity shares:		
1,122,914 (March 31, 2017: 1,122,914) equity shares of ₹ 10/- each of I Media Corp Ltd.	11,229.14	11,229.14
	11,229.14	**11,229.14**

5. Cash and cash equivalents:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Balances with banks:		
On current account	127.31	220.49
	127.31	**220.49**

6. Other assets:
(Unsecured, considered good unless stated otherwise)

(₹ in thousand)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
a. Security deposits:				
Deposit with others	-	249.70	-	-
	-	**249.70**	-	-
b. Other loans and advances :				
Balances with statutory / government authorities	-	-	-	1,111.74
Advances recoverable in cash or kind or for value to be received	-	-	-	879.67
	-	**249.70**	-	**1,991.41**

7. Share capital:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Authorised shares:		
4,100,000 (March 31,2017: 4,100,000) equity shares of ₹ 10 each	41,000.00	1,000.00
1,000,000 (March 31, 2017: 1,000,000) 7.5% non-cumulative redeemable preference shares of ₹ 100 each	100,000.00	140,000.00
	141,000.00	**141,000.00**
Issued, subscribed and fully paid-up shares		
1,050,500 equity shares (March 31, 2017: 1,050,500) of ₹ 10 each fully paid up [refer note (a) and (b) below]	10,505.00	10,505.00
	10,505.00	**10,505.00**

Notes

to the Financial Statements as at and for the year ended March 31, 2018

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the year

Equity shares:

(₹ in thousand)

Particulars	March 31, 2018		March 31, 2017	
	Nos. in Thousands	Amount	Nos. in Thousands	Amount
Equity shares				
At the beginning of the year	1,050.50	10,505.00	50.50	505.00
Shares Issued during the year	0.00	0.00	1,000.00	10,000.00
Outstanding at the end of the year	**1,050.50**	**10,505.00**	**1,050.50**	**10,505.00**

(b) Terms/ rights attached to each class of shares

Equity shares

The Company has only one class of equity shares having a par value ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

The Company has converted debentures of ₹ 1 crore into 10,00,000 equity shares of face value of ₹ 10 each for the value of ₹ 1 crore.

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

(c) Details of shares held by holding company and shareholders holding more than 5% shares of the Company

Name of Shareholders	March 31, 2018		March 31, 2017	
	Nos. in Thousands	% of holding	Nos. in Thousands	% of holding
Equity share of ₹ 10 each fully paid				
D. B. Corp Limited, the holding company and it's nominees	1,050.50	100.00	1,050.50	100.00

8. Long-term borrowings:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
681,000 (March 31, 2017: 681,000) 7.5% redeemable preference share of ₹ 100 each*	11,334.57	10,122.63
	11,334.57	**10,122.63**

*The Company has issued only one class of 7.5% redeemable preference shares having face value of ₹ 100 per share which are redeemable at par, at any time at the option of shareholder but before completion of 20 years from date of issue. Each shareholder is entitled to one vote per share.

9. Other financial liabilities:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Accrued expenses	153.45	367.15
Payable to holding company [refer note 17 (b)]	4,162.20	4,126.72
	4,315.65	**4,493.87**

10. Other liabilities:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Other payables:		
Statutory liabilities	-	53.19
	-	**53.19**

Notes

to the Financial Statements as at and for the year ended March 31, 2018

11. Revenue from operations:

(₹ in thousand)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Portal revenue	-	93.00
	-	**93.00**

12. Other income

Miscellaneous income	1.30	0.00
	1.30	**0.00**

13. Employee benefit expenses:

Salaries, wages and bonus	-	6,199.94
Contribution to provident fund and other contribution plans	-	321.48
Workmen and staff welfare expenses	-	390.91
	-	**6,912.33**

14. Other expenses:

Subcontracting charges	-	2,992.15
Survey expenses	-	2,785.95
Rent (refer note 21)	-	1,603.87
Video recording expenses	-	1,366.87
Traveling and conveyance	-	744.47
Online subscription charges	-	813.69
Communication expenses	-	342.58
Legal and professional charges *	61.66	148.13
Business promotion expenses	-	22.02
Electricity and water charges	-	241.83
Repair and maintenance:-		
Machinery	-	0.55
Others	-	89.30
Loss on sale / disposal of property, plant and equipment (net)	-	998.27
Deposit and other balances written off	2,034.91	-
Miscellaneous expenses	7.61	397.43
	2,104.18	**12,547.11**

* Auditors' remuneration (included in legal and professional charges above)

As Auditor		
Audit fees	50.00	50.00
	50.00	**50.00**

15. Finance costs:

Interest expense:		
On other	1,211.94	4,021.27
	1,211.94	**4,021.27**

Notes

to the Financial Statements as at and for the year ended March 31, 2018

16. Loss per equity share

Particulars	March 31, 2018	March 31, 2017
Net loss for the year / period (₹ in thousand)	(4,452.94)	(24,621.98)
Weighted average number of equity shares outstanding for EPS (nos in thousands)	1050.50	247.76
Weighted average number of equity shares outstanding for diluted EPS (nos in thousands)	1050.50	247.76
Basic earnings per share (₹)	(4.24)	(99.38)
Diluted earnings per share (₹)	(4.24)	(99.38)
Face value per share (₹)	10	10

17. Related party disclosure

(a) Following is the list of related parties:

Particulars	Related parties
Related parties where control exists	
Holding Company	D. B. Corp Limited
Subsidiary Company	I Media Corp Limited (with effect from January 19, 2017)
Related parties with whom transaction have taken place during the year	
Holding Company	D. B. Corp Limited

(b) Details of transactions with related parties:

(₹ in thousand)

Particulars	Transactions for the year ended		Amount payable as at	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
D. B. Corp Limited				
Interest expenses	-	4,019.66	(3,671.10)	(3,671.10)
Subscription of equity shares	-	-	-	-
Subscription of preference shares	-	68,000.00	-	-
Conversion of 0.01% compulsorily convertible debentures	-	10,000.00	-	-
Purchase of equity of IMCL	-	11,229.14	-	-
Loan taken from holding company	-	19,500.00	-	-
Loan repaid to holding company	-	(56,400.00)	-	-
Other outstanding balances	34.60	94.45	(584.67)	(550.07)

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the board of directors. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Company has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2018. This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

18. Segment information

The company is exclusively engaged in the business of operating, managing and hosting websites / personal pages, which, in the context of Accounting Standard 108 on Segment Reporting is considered to constitute a single primary segment. Thus, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities and total cost incurred to acquire segment assets are all as reflected in the financial statements for the year ended March 31, 2018 and as on that date.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

19. Dues to micro and small enterprises

The Company does not have any dues outstanding to the Micro and Small Enterprises as defined in Micro, Small and Medium Enterprise Development Act, 2006. The identification of Micro, Small and Medium Enterprises is based on information available with the management regarding the status of these parties.

20. Operating lease (for assets taken on lease):

Rentals in respect of operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

a) The Company has taken office premises under operating lease agreements. This is renewable on mutual consent.

b) Lease payments recognized for the year are ₹ Nil (March 31, 2017 ₹ 1,603.87 thousand).

There are no restrictions imposed in these lease agreements. There are no purchase options. There are no sub leases.

21. Employee Benefits

The Company has no obligation other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as expenses, when an employee renders the related service. Contribution towards provident fund for March 31, 2018 is ₹ Nil (March 31, 2017 ₹ 321.48 thousand).

22. Financial Instruments – Fair value and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

– Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

– Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

– Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(₹ in thousand)

March 31, 2018	Note No.	Carrying amount			
		FVTPL	FVTOCI	Amortised Cost	Total
Financial assets					
(i) Cash and Cash Equivalent	5	-	-	127.31	127.31
		-	**-**	**127.31**	**127.31**
Financial liabilities					
(i) Long Term Borrowings	8	-	-	11,334.57	11,334.57
(ii) Other financial liabilities	9	-	-	4,315.65	4,315.65
		-	**-**	**15,650.22**	**15,650.22**

Notes
to the Financial Statements as at and for the year ended March 31, 2018

(₹ in thousand)

March 31, 2017	Note No.	Carrying amount			
		FVTPL	FVTOCI	Amortised Cost	Total
Financial assets					
(i) Cash and Cash Equivalent	5	-	-	220.49	220.49
		-	-	**220.49**	**220.49**
Financial liabilities					
(i) Long Term Borrowings	8	-	-	10,122.63	10,122.63
(ii) Other financial liabilities	9	-	-	4,493.87	4,493.87
		-	**-**	**14,616.50**	**14,616.50**

B. Measurement of fair values

i) Valuation processes

The Management of the Company carries out the valuation of financial assets and liabilities required for financial reporting purposes.

ii) Fair value hierarchy

No financial instruments are recognised and measured at fair value.

For all the financial assets and liabilities referred above that are measured at amortised cost, their carrying amounts are reasonable approximations of their fair values. The carrying amounts of cash and cash equivalents, borrowings and other financial liabilities are considered to be the same as their fair values due to their short term nature.

C. Financial Risk management

i) Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risk. The Company's management have the ultimate responsibility for managing these risks. The Company has a mechanism to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's management are supported by the finance team that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company’s financial investments, while maximising returns.

ii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company uses other publicly available financial information to rate its financial institutions. The Company’s exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved periodically.

Credit risk arises from balances with banks and financial institutions.

Cash and cash equivalents

The Company is exposed to credit risks arising on cash and cash equivalents. The Company believes that its credit risk in respect to cash & cash equivalents is insignificant as funds are kept in current account with financial institutions.

Notes
to the Financial Statements as at and for the year ended March 31, 2018

iii) **Liquidity risk**

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious funding strategy as supported by the holding company time to time. This was the result of cash delivery from the business. Any cash flow required to service the financing of financial liabilities will be provided by the holding company in case there is a shortage of own cash flows. Accordingly, low liquidity risk is perceived.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2018	Note	Carrying amount	Less than 12 months	More than 12 months	Total
Non-derivative financial liabilities					
Long Term Borrowings	8	11,334.57	-	11,334.57	11,334.57
Other financial liabilities	9	4,315.65	4,315.65	-	4,315.65
Total Non-derivative financial liabilities		**15,650.22**	**4,315.65**	**11,334.57**	**15,650.22**

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2017	Note	Carrying amount	Less than 12 months	More than 12 months	Total
Non-derivative financial liabilities					
Long Term Borrowings	8	10,122.63	-	10,122.63	10,122.63
Other financial liabilities	9	4,493.87	4,493.87	-	4,493.87
Total Non-derivative financial liabilities		**14,616.50**	**4,493.87**	**10,122.63**	**14,616.50**

iv) **Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and it's revenue generating and operating activities.

a) **Interest rate risk**

The Company has redeemable prefernce shares and does not have any other borrowings. The fair value of the liability component of preference shares has been recognised as long term borrowings on initial recognition. The liability component of preference shares is the present value of the contractual stream of future cash flows discounted at the market rate of interest that would have been applied to an instrument of comparable credit quality with substantially the same cash flows, on the same terms, but without the conversion option. Hence Interest rate risk is not there.

b) **Currency risk**

The company does not have any assets/liabilities, which are denominated in a currency other than the functional currency of the entity. Hence currency risk is not there.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

23. Capital Management

The Company determines the capital requirements based on its financial performance. The funding requirements are met through operating cash flows generated and supported by the holding company. For the purpose of Company's Capital Risk Management, "Capital" includes issued equity share capital and all other equity reserves attributable to it's shareholders.

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to maximise shareholder's values.

The capital structure of the Company is based on management's assessment of the appropriate balance of key elements in order to meet its strategic and day-to day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company maintains a stable and strong capital structure with a focus on total equity so as to maintain shareholders and creditors confidence and to sustain future development and growth of its business. The Company takes appropriate steps in order to maintain, or if necessary adjust, its capital structure.

24. Going Concern

The Company has incurred losses during previous years and did not have any business operations during the current year, which has impacted the net-worth of the Company as of March 31, 2018. Having regard to the approved business plans and cash flow projections, and considering the support from D. B. Corp Limited, the Holding Company, to meet its financial obligations as and when they fall due for a period of not less than twelve months from the date of signing the Financial Statements for the year ended March 31, 2018, the Financial Statements have been prepared on going concern basis and no adjustments have been made to write down the assets to net realisable value.

25. Disclosure On Specified Bank Notes (SBN's)

The Company neither maintains any cash balances nor undertakes any cash transactions for the purpose of carrying out its operations. There are no transactions of specified bank notes, within the meaning of notification number S.O. 3407(E) of the Government of India, Ministry of Finance, Department of Economic Affairs, dated November 8, 2016, during the period from November 8, 2016 to December 30, 2016.

Accordingly, disclosure in the financial statements regarding specified bank notes as envisaged in Notification G.S.R 308(E) dated March 30, 2017, is not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajeev Chaturvedi
Director
DIN : 06478140

Manoj Garg
Director
DIN : 00809382

Pooja Mandave
Company Secretary

Place: Bhopal
Date: May 15, 2018

Board's Report

To the Members,
I Media Corp Limited

Your Directors have great pleasure in presenting the 12th Annual Report, together with the Balance Sheet and the Statement of Profit and Loss of the Company for the year ended 31st March, 2018.

Financial Highlights

The financial results of your Company for the year ended 31st March, 2018 are as under:

(₹ in Mn.)

PARTICULARS	FY 2017-18	FY 2016-17
Income	0.93	9.17
Expenditure	2.27	9.79
Profit / (Loss) for the year before tax	**(1.34)**	**(0.63)**
Less: Tax (including deferred tax)	0.28	-
Profit / (Loss) after tax	**(1.63)**	**(0.63)**
Net worth	**12.21**	**13.83**

Review of Performance

Though Company has been putting in full efforts to maximize the revenue, some of the major expected events could not materialize due to unavoidable circumstances. Nevertheless, your company is committed to take all desired steps and initiatives in coming quarters to improve the revenues.

Future Prospects

The core area of your Company's business – hyper local - will still rule the roost and will continue to seek to grow in every geographical corner to extend the excellence.

The event business continues to be the prime focus of your company and several initiatives are being taken to enhance the business. Special focus is being given on the tailor made events as per client's requirements so as to add value to their business.

The Company is hopeful that these efforts will give fruitful results and the revenue will increase in the coming quarters.

Dividend

In view of loss incurred for the year under review, your Directors do not recommend any dividend for the financial year 2017-18. In view of the loss incurred, the question of transferring any amount to the reserves for the financial year 2017-18 does not arise.

Report on Performance of Subsidiaries, Associates and Joint Venture Companies

During the year under review, your Company did not have any subsidiary, associate and joint venture companies.

Loans from Directors

During the year under review, the Company has not borrowed any amount from its Directors.

Directors

Pursuant to provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Pawan Agarwal, Director of the Company (DIN: 00465092) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as a Director, pursuant to Section 164 of the Companies Act, 2013.

Board Meetings

During the year under review, the Board met 5 (five) times on 24th April, 2017, 17th May, 2017, 2nd September, 2017, 21st November, 2017 and 19th January, 2018. The intervening gap between the meetings was well within the limit prescribed under the Companies Act, 2013.

All the Directors attended all the board meetings held during the FY 2017-18.

The Company has complied with the applicable Secretarial Standards in respect of all the above Board Meetings.

Extract of Annual Return

The extract of the Annual Return in Form MGT 9 is annexed to this Report as 'Annexure A'.

Directors' Responsibility Statement

Pursuant to requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed, along with proper explanation relating to material departures;
2. that 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 as at 31st March, 2018 and of the losses of the Company for the year ended as on that date;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the directors had prepared the annual accounts for the year ended 31st March, 2018, on a "going concern" basis;
5. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory Auditors

At the 11th Annual General Meeting ("AGM") of the Company held on 30th September, 2017, the members of the Company had approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of Eleventh AGM till the conclusion of Sixteenth AGM (subject to ratification by the shareholders at every AGM, as prescribed).

However, during the year under review, the Parliament of India has enacted The Companies (Amendment) Act, 2017; whereby ratification of appointment of auditors at every AGM under Section 139(1) has been done away with. Due to the enforcement of this amendment by the Ministry of Corporate Affairs during the year under review, henceforth, it is no longer necessary to seek ratification of the appointment of the auditors by the shareholders at every AGM.

However, the Board wishes to inform the shareholders that the Statutory Auditors viz. M/s. Price Waterhouse Chartered Accountants LLP have confirmed that their appointment is still within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for holding such position of auditorship within the meaning of Section 139 of the said Act.

Auditors' Report

The Auditors' Report does not contain any qualifications, reservations or adverse remarks.

Reporting of frauds by Statutory Auditors under Section 143 (12)

The Statutory Auditors have neither come across any instance of fraud by the Company, or on the Company by its officers or employees during the year, nor have they been informed of any such case by the management.

Internal Controls Systems

Your Company has a strong internal control mechanism which is commensurate with the size of its operations. It has been designed with the intention to ensure the reliability and authenticity of financial records for preparing financials and maintenance of accountability of assets. A comprehensive internal control system helps the Board to ensure that the Company's reporting mechanism is in line with and in compliance with relevant regulations, accounting policies and business principles of the Company.

Deposits

Your Company has not invited and / or accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time.

Details under Section 186 of the Companies Act, 2013

Your Company has not given any loans / guarantees / securities or made any investments which may attract the provisions of Section 186 of the Companies Act, 2013.

Related Party Transactions

All related party transactions entered into during the financial year were in the ordinary course of business and at arm's length basis. There were no materially significant related party transactions entered into by the Company within the meaning of Section 188 of the Companies Act, 2013. Hence, Form AOC-2 is not applicable to the Company.

Risk Management Policy

Your Company places key emphasis on the risk management and believes in establishing a structured and disciplined approach to risk management. Your Company has subscribed to and adopted the Risk Management policy framed by its ultimate Holding Company, D. B. Corp Limited. Your Company reviews various business and operational risks as laid down in the plan and considers establishing proper regulating procedures to mitigate the same.

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since your Company does not own any manufacturing facility, the Company was not required to take any steps with regard to conservation of energy, technology absorption or other related items as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

There were neither foreign exchange earnings nor any foreign exchange outgo during the year under consideration as only event business continued in the Company.

Particulars of Employees

Your Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Prevention of Sexual Harassment at Workplace

During the year, no complaints on sexual harassment were received by the Company.

Material Changes and Commitments

There are no material changes and commitments that immerged post the year under review and are outstanding as on the date of this report.

General

Your Directors state that no disclosure is required in respect of the following matters as there were no transactions in relation thereto, during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.

2. Issue of sweat equity shares / Employees Stock Option Scheme.

3. Non-exercise of voting rights directly by the employees in respect of shares purchased under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

Significant and Material Orders passed by the Regulators

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

Acknowledgement

Your Directors express their sincere gratitude and appreciation for the unwavering support and faith received from the Company's bankers and financial institutions, business associates, clientele, suppliers and stakeholders during the year under review and look forward to receiving the same confidence in larger measure for the forthcoming years.

For and on behalf of the Board of Directors of

I Media Corp Limited

Sudhir Agarwal	**Pawan Agarwal**
Director	Director
DIN: 00051407	DIN: 00465092

Place: Bhopal

Date: 15th May, 2018

Annexure A

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2018

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN	U64202MP2006PLC018676
ii.	Registration Date	01-06-2006
iii.	Name of the Company	I Media Corp Limited
iv.	Category / Sub-Category of the Company	Company having Share Capital / Non-Govt. Company
v.	Address of the Registered office and contact details	6, Press Complex, MP Nagar, Zone I, Bhopal 462011. Tel No: 755 - 3988884
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Ph : 040-6716 2222 Fax : 040- 2300 1153 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Event Business	8230	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	DB Infomedia Pvt. Ltd. Office Block 1A, 5th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone – I, Bhopal – 462016, Madhya Pradesh.	U74300MP2015PTC033850	Holding Company	100%	2(46)
2.	D. B. Corp Limited Plot no. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat.	L22210GJ1995PLC047208	Ultimate Holding Company	100%	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)

i. Category-wise Share Holding

CATEGORY OF SHAREHOLDERS	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a. Individual /HUF	0	5	5	0.00%	0	5	5	0.00%	N.A.
b. Central Govt.	0	0	0	0	0	0	0	0	N.A.
c. State Govt.(s)	0	0	0	0	0	0	0	0	N.A.
d. Bodies Corporate	1122908	1	1122909	99.99%	1122908	1	1122909	99.99%	N.A.
e. Banks / FIs	0	0	0	0	0	0	0	0	N.A.
f. Any Other	0	0	0	0	0	0	0	0	N.A.
Sub-Total A(1) :	**1122908**	**6**	**1122914**	**100%**	**1122908**	**6**	**1122914**	**100%**	**N.A.**
(2) FOREIGN									
a. NRIs - Individuals	0	0	0	0	0	0	0	0	N.A.
b. Others – Individuals	0	0	0	0	0	0	0	0	N.A.
c. Bodies Corporate	0	0	0	0	0	0	0	0	N.A.
d. Banks / FIs	0	0	0	0	0	0	0	0	N.A.
e. Any Other	0	0	0	0	0	0	0	0	N.A.
Sub-Total A(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**N.A.**
Total Shareholding of Promoters A=A(1)+A(2)	**1122908**	**6**	**1122914**	**100%**	**1122908**	**6**	**1122914**	**100%**	**N.A.**
B. PUBLIC SHAREHOLDING									
1. INSTITUTIONS									
a. Mutual Funds	0	0	0	0	0	0	0	0	N.A.
b. Banks / FIs	0	0	0	0	0	0	0	0	N.A.
c. Central Govt.	0	0	0	0	0	0	0	0	N.A.
d. State Govt.(s)	0	0	0	0	0	0	0	0	N.A.
e. Venture Capital Funds	0	0	0	0	0	0	0	0	N.A.
f. Insurance Companies	0	0	0	0	0	0	0	0	N.A.
g. FIIs / FPIs	0	0	0	0	0	0	0	0	N.A.
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	N.A.
i. Others (specify)	0	0	0	0	0	0	0	0	N.A.
Sub-Total B(1) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**N.A.**
2. NON-INSTITUTIONS									
a. Bodies Corporate	0	0	0	0	0	0	0	0	N.A.
i. Indian	-	-	-	-	-	-	-	-	N.A.
ii. Overseas	-	-	-	-	-	-	-	-	N.A.
b. Individuals									
i. Individual shareholders holding nominal share capital up to ₹1 lakh	0	0	0	0	0	0	0	0	N.A.
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	0	0	0	0	0	0	0	0	N.A.
c. Others (specify)	0	0	0	0	0	0	0	0	
Sub-Total B(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**N.A.**
Total Public Shareholding B=B(1)+B(2) :	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**N.A.**
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	0	0	0	0	0	0	0	0	N.A.
Grand Total (A+B+C) :	**1122908**	**6**	**1122914**	**100%**	**1122908**	**6**	**1122914**	**100%**	**N.A.**

ii. Shareholding of the Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year*			Shareholding at the end of the year*			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares pledged / encumbered to total shares	
1	DB Infomedia Private Limited	1122914	100%	Nil	1122914	100%	Nil	NIL
	Total	**1122914**	**100%**	**Nil**	**1122914**	**100%**	**Nil**	**NIL**

* Shareholding includes shares held along with their respective nominee shareholders.

iii. Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	N.A			
	Date wise Increase (+) / Decrease (-) in Promoters Shareholding during the year				
	At the end of the year				

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	N.A			
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity, etc)				
	At the end of the year				

v. Shareholding of Directors and Key Managerial Personnel *

Sr. No.	For each of the Director and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Sudhir Agarwal – Director**				
	At the beginning of the year as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-			
	At the end of the year as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
2.	**Pawan Agarwal – Director**				
	At the beginning of the year as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-			
	At the end of the year as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
3.	**Rajendra Joshi - Director**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-			
	At the end of the year	NIL	NIL	NIL	NIL
4.	**Pramod Maheshwari – Director**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-			
	At the end of the year	NIL	NIL	NIL	NIL

* The provisions of Section 203 of the Companies Act, 2013 are not applicable. Hence, the Company has not appointed any KMP.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition		N.A		
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company does not pay any remuneration and / or sitting fees to any of its Directors.

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

Sr. No.	Particulars of remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross Salary		
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961		
	c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		
2.	Stock Options	N.A	
3.	Sweat Equity		
4.	Commission		
	- as a % of Profit		
	- others, specify		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors

Sr. No.	Particulars of remuneration	Names of Directors	Total Amount
1.	**INDEPENDENT DIRECTORS**		
	- Fee for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (1)		
2.	**OTHER NON-EXECUTIVE DIRECTORS**		
	- Fee for attending Board / Committee Meetings	NIL	
	- Commission		
	- Others, please specify		
	Total (2)		
	Total B = (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

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

Sr. No.	Particulars of remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross Salary	N.A			
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961				
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961				
	c. Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961				
2.	Stock Options				
3.	Sweat Equity				
4.	Commission				
	- as a % of Profit				
	- others, please specify				
5.	Others, please specify				
	Total				

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

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

For and on behalf of the Board of Directors of
I Media Corp Limited

Sudhir Agarwal
Director
DIN: 00051407

Pawan Agarwal
Director
DIN: 00465092

Place: Bhopal
Date: 15th May, 2018

Independent Auditors' Report

TO THE MEMBERS OF I MEDIA CORP LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying financial statements of I Media Corp Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 17, 2017, expressed an unmodified opinion on those financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

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

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

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

    c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

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

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

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

        i. The Company does not have any pending litigations as at March 31, 2018 which would impact its financial position.

        ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2018.

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

        iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Priyanshu Gundana
Partner
Membership Number: 109553

Place: Mumbai
Date : May 16, 2018

Annexure A to Independent Auditors' Report

Referred to in paragraph 11 (f) of the Independent Auditors' Report of even date to the members of I Media Corp Limited on the financial statements as of and for the year ended March 31, 2018

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over

financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Priyanshu Gundana
Partner
Membership Number: 109553

Place: Mumbai
Date : May 16, 2018

Annexure B to Independent Auditors' Report

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of I Media Corp Limited on the financial statements as of and for the year ended March 31, 2018

i. The Company does not have fixed assets as at the balance sheet date. Therefore, the provisions of Clause 3(i) of the said Order are not applicable to the Company.

ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, income tax, service tax and goods and service tax with effect from July 1, 2017 with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, service-tax or goods and service tax which have not been deposited on account of any dispute.

viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

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

xi. There are no individuals appointed whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended). Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Priyanshu Gundana
Partner
Membership Number: 109553

Place: Mumbai
Date : May 16, 2018

Balance Sheet
as at March 31, 2018

(₹ in thousand)

	Notes	As at March 31, 2018	As at March 31, 2017
ASSETS			
Non-Current Assets			
Property, plant and equipment	3	-	-
Non - current tax assets		291.94	404.16
Other non-current assets	7	1,466.79	1,118.77
		1,758.73	1,522.93
Current assets			
Financial assets			
Trade receivables	4	406.41	2,521.83
Cash and cash equivalents	5	3,691.29	10,027.57
Bank balances other than cash equivalents	6	9,094.62	8,543.65
Other current assets	7	-	255.35
Deferred tax assets (Net)	8	-	279.26
		13,192.32	21,627.66
Total		**14,951.05**	**23,150.59**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	11,229.14	11,229.14
Other equity			
Retained earnings		979.24	2,597.93
Total equity attributable to equity holders of the parent		**12,208.38**	**13,827.07**
Liabilities			
Current liabilities			
Financial liabilities			
Trade payables	10	2,367.40	8,756.84
Other current liabilities	11	375.27	566.68
		2,742.67	9,323.52
Total		**14,951.05**	**23,150.59**
Summary of significant accounting policies	2		

The above balance sheet should be read in conjunction with accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
I Media Corp Limited

Sudhir Agarwal
Director
DIN : 00051407

Pawan Agarwal
Director
DIN : 00465092

Place: Bhopal
Date: May 15, 2018

Statement of Profit and Loss

for the year ended March 31, 2018

(₹ in thousand)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Income			
Revenue from operations	12	68.84	7,516.67
Other income	13	862.50	1,650.74
Total income		**931.34**	**9,167.41**
Expenses			
Employee benefit expenses	14	204.85	256.62
Other expenses	15	2,065.92	9,538.38
Total expense		**2,270.77**	**9,795.00**
Loss before tax		**(1,339.43)**	**(627.59)**
Income tax expenses			
Current income tax		-	-
Deferred tax charge		279.26	-
Total income tax expense		**279.26**	-
Loss for the year		**(1,618.69)**	**(627.59)**
Attributable to:			
Equity holders of the parent		**(1,618.69)**	**(627.59)**
Other comprehensive Income		-	-
Total comprehensive income for the year		**(1,618.69)**	**(627.59)**
Attributable to:			
Equity holders of the parent		(1,618.69)	(627.59)
Loss per equity share [nominal value of share ₹ 10 (March 31, 2017: ₹ 10)]	16		
Basic		(1.44)	(0.56)
Diluted		(1.44)	(0.56)
Summary of significant accounting policies	2		

The above statement of profit and loss should be read in conjunction with accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

For and on behalf of the Board of Directors of
I Media Corp Limited

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

Sudhir Agarwal
Director
DIN : 00051407

Pawan Agarwal
Director
DIN : 00465092

Place: Bhopal
Date: May 15, 2018

Statement of Change in Equity

as at and for the year ended March 31, 2018

A. Equity share capital (Refer Note 9)

(₹ in thousand)

Particulars	Amount
Balance as at April 01, 2016	**11,229.14**
Changes in equity share capital	-
Balance as at March 31, 2017	**11,229.14**
Changes in equity share capital	-
Balance as at March 31, 2018	**11,229.14**

B. Other equity

(₹ in thousand)

Particulars	Reserve and surplus	Total
	Retained earnings	
As at April 01, 2016	**3,225.52**	**3,225.52**
Loss for the year	(627.59)	(627.59)
As at March 31, 2017	**2,597.93**	**2,597.93**
Loss for the year	(1,618.69)	(1,618.69)
As at March 31, 2018	**979.24**	**979.24**
Summary of significant accounting policies	**2**	

The above statement of change in equity should be read in conjunction with accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
I Media Corp Limited

Sudhir Agarwal
Director
DIN : 00051407

Pawan Agarwal
Director
DIN : 00465092

Place: Bhopal
Date: May 15, 2018

Statement of Cash Flow

for the year ended March 31, 2018

(₹ in thousand)

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
A. Cash flow from operating activities			
Loss before tax		(1,339.43)	(627.59)
Adjustments to reconcile loss before tax to net cash flows			
Profit on sale / disposal of property, plant and equipment (Net)		-	(77.08)
Interest income from bank deposits		(612.19)	(985.19)
Allowance for trade receivable		354.67	46.04
Operating loss before working capital changes		**(1,596.95)**	**(1,643.82)**
Changes in working capital			
Decrease / (increase) in trade receivables		1,760.75	(72.97)
Increase in other asset		(92.67)	(71.75)
(Decrease) / increase in trade payables		(6,389.44)	544.57
Decrease in other current liabilities		(192.41)	(1,625.18)
Cash flow (used) in operations		**(6,510.72)**	**(2,869.15)**
Direct taxes refund		112.22	46.01
Net cash flow cash used in operating activities	(A)	**(6,397.50)**	**(2,823.14)**
B. Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		-	95.00
Interest income from bank deposits		612.19	985.19
Fixed deposits with maturity period more than three months (placed) / matured (Net)		(550.97)	7,150.23
Net cash flow generated from investing activities	(B)	**61.22**	**8,230.42**
C. Cash flow from financing activities		-	-
Net cash flow from financing activities	(C)	-	**-**
Net (decrease) / increase in cash and cash equivalents	(A)+(B)+(C)	**(6,336.28)**	**5,407.28**
Cash and cash equivalents at the beginning of the year		10,027.57	4,620.29
Cash and cash equivalents at the end of the year		3,691.29	10,027.57
Net (decrease) / increase in cash and cash equivalents		**(6,336.28)**	**5,407.28**
For details of components of cash and cash equivalents, Refer Note 5.			
Summary of significant accounting policies	2		

The above statement of cash flow should be read in conjunction with accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
I Media Corp Limited

Sudhir Agarwal
Director
DIN : 00051407

Pawan Agarwal
Director
DIN : 00465092

Place: Bhopal
Date: May 15, 2018

Notes

to the Financial Statements as at and for the year ended March 31, 2018

1. Nature of operations:

I Media Corp Limited (the 'Company') is in the business of organising events. The Company is public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. The Company derives its revenue mainly from the events.

The Company's registered office is at 6, Dwarka Sadan, Press Complex, M. P. Nagar, Bhopal, (M.P.) India.

2. Significant Accounting Policies:

2.1 Basis of accounting and preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared under the historical cost basis except for certain financial assets and liabilities that have been measured at fair value. The financial statements have been prepared on a going concern basis (Refer Note No. 21).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands with two decimal as per the requirement of Schedule III of the Act, unless otherwise stated.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.2 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

2.3 Depreciation

Depreciation on vehicles is calculated on a straight-line basis using the rates arrived at based on the useful life of 8 years estimated by the management which is equal to those prescribed under the Schedule II to the Act.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.4 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of

Notes

to the Financial Statements as at and for the year ended March 31, 2018

its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset / cash generating unit is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separate identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generated units). Non- financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.5 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Income from event management

Revenue from event management is recognised once the related event is completed.

Interest

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate ('EIR'). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

2.6 Foreign currency transaction

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.7 Income taxes

Current Income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

2.8 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

2.9 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. Where there is a possible obligation or a present obligation and the likelihood of the outflow of resources is remote, no provision or disclosure is needed.

2.10 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

2.11 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.12 Cash and cash equivalents

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

2.13 Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets.

Subsequent measurement

Financial assets at amortised cost

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables.

Derecognition

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

2.14 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.15 Significant accounting judgments, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates:

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets.

Judgements:

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

3. Property, plant and equipment:

(₹ in thousand)

Particulars	Vehicles	Total
Gross block value as at April 01, 2016	**358.34**	**358.34**
Deletions during the year	358.34	358.34
Gross block value as at March 31, 2017	**-**	**-**
Deletions during the year	-	-
Gross block value as at March 31, 2018	**-**	**-**
Accumulated depreciation as at April 01, 2016	**340.42**	**340.42**
Accumulated depreciation on disposals	340.42	340.42
Accumulated depreciation as at March 31, 2017	**-**	**-**
Accumulated depreciation on disposals	-	-
Accumulated depreciation as at March 31, 2018	**-**	**-**
Net block as at March 31, 2017	**-**	**-**
Net block as at March 31, 2018	**-**	**-**

Financial assets:

4. Trade receivables
(Unsecured, considered good unless stated otherwise)

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Secured, considered good	-	-
Unsecured, considered good	406.41	2,521.83
Doubtful	1,141.25	786.58
	1,547.66	3,308.41
Allowance for doubtful debts	1,141.25	786.58
	406.41	**2,521.83**

5. Cash and cash equivalents:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Balances with banks:		
On current account	3,691.29	10,027.57
	3,691.29	**10,027.57**

6. Bank balances other than cash equivalents
(Unsecured, considered good unless stated otherwise)

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Deposits with original maturity of more than 3 months but less than 12 months	9,094.62	8,543.65
	9,094.62	**8,543.65**

Notes

to the Financial Statements as at and for the year ended March 31, 2018

7. Other assets

(₹ in thousand)

Particulars	Non-current		Current	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Balance with government authorities	1,466.79	1,118.77	-	255.35
Total assets	**1,466.79**	**1,118.77**	**-**	**255.35**

8. Deferred tax assets (Net)

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Recognised deferred tax asset		
Allowance for doubtful debts	-	245.79
Others	-	33.48
Deferred tax assets (Net)	**-**	**279.26**
Unrecognised deferred tax asset		
Allowance for doubtful debts	296.72	-
Carried Forward Losses	504.47	246.05
	801.20	**246.05**

The Company has not recognised deferred tax asset, since it is not probable that future taxable amounts will be available to utilise against such deferred tax assets.

9. Share capital:

(₹ in thousand)

Particulars	March 31, 2018		March 31, 2017	
	Nos. in Thousand	Amount	Nos. in Thousand	Amount
Authorised share capital				
Equity shares:				
At the beginning of the year	5,000.00	50,000.00	5,000.00	50,000.00
Increase / (decrease) during the year				
Total authorised equity share capital	**5,000.00**	**50,000.00**	**5,000.00**	**50,000.00**
Issued, subscribed and fully paid-up shares				
Equity shares				
At the beginning of the year	1,122.91	11,229.14	1,122.91	11,229.14
Issued during the year	-	-	-	-
Total issued, subscribed and fully paid-up share capital	**1,122.91**	**11,229.14**	**1,122.91**	**11,229.14**

(a) Terms/ rights attached to each class of share

Equity shares

The Company has only one class of equity shares having a par value ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

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

(b) Aggregate number of bonus shares issued, shares issued for consideration other than cash, shares issued pursuant to the scheme of arrangement during the period of five years immediately preceding the reporting date:

Particulars	March 31, 2018 Nos. in Thousand	March 31, 2017 Nos. in Thousand
Equity shares :		
Allotted as shares issued in pursuant to the scheme of arrangements	72.91	72.91
	72.91	**72.91**

(c) Details of shareholders holding more than 5% shares of the Company

Particulars	March 31, 2018		March 31, 2017	
	Nos. in Thousand	% of hold	Nos. in Thousand	% of hold
Name of shareholders				
Equity shares of ₹ 10 each fully paid				
DB Infomedia Private Limited alongwith its nominee	1,122.91	100%	1,122.91	100%

10. Trade Payables

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Trade Payables*		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,367.40	8,756.84
	2,367.40	**8,756.84**

*No amount due and outstanding to be credited to Investor Education and Protection Fund.

11. Other current liabilities

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Other payable		
Advances from customers	343.26	442.98
Statutory liabilities	32.01	123.70
	375.27	**566.68**

12. Revenue from operations:

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Income from event management	68.84	7,516.67
	68.84	**7,516.67**

Notes

to the Financial Statements as at and for the year ended March 31, 2018

13. Other income

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Excess liabilities written back	250.31	588.47
Profit on sale / disposal of property, plant and equipment	-	77.08
Interest income from bank deposits	612.19	985.19
	862.50	**1,650.74**

14. Employee benefit expenses

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Salaries, wages and bonus	204.85	256.62
	204.85	**256.62**

15. Other expenses

(₹ in thousand)

Particulars	March 31, 2018	March 31, 2017
Legal and professional charges*	1,200.06	4,781.03
Event expenses	-	1,886.83
Electricity and water charges	95.25	320.62
Sales and marketing expenses	11.82	1,378.05
Allowance for trade receivable	354.67	46.04
Vehicle running and maintenance expenses	284.16	784.05
Miscellaneous expenses	119.96	341.76
	2,065.92	**9,538.38**
*Auditor's remuneration (Included in legal and professional charges above)		
As auditor:		
Audit fee	50.00	50.00
	50.00	50.00

16. Loss per equity share

Particulars	March 31, 2018	March 31, 2017
Loss after tax for equity shareholders (₹ in Thousand)	(1,618.69)	(627.59)
Weighted average number of equity shares outstanding for Basic and diluted EPS (Nos. in Thousand)	1,122.91	1,122.91
Face value per share ₹	10	10
Basic and diluted loss per share (₹)	(1.44)	(0.56)

17. Related party disclosure

(a) Following is the list of related parties:

Particulars	Related parties
Related parties with whom transactions have taken place during the year	
Ultimate Holding Company	• D. B. Corp Limited
Holding Company	• DB Infomedia Private Limited
Key Management Personnel	• Shri Pawan Agarwal, Director

Notes

to the Financial Statements as at and for the year ended March 31, 2018

(b) Related party transactions:

(₹ in thousand)

Particulars	**Transactions for the year ended**		**Amount payable as at**	
	March 31, 2018	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**
D. B. Corp Limited				
- Sales and marketing expenses	-	1,378.05	-	-
- Event expenses	-	149.26	(74.67)	(129.48)
- Balance outstanding at the year end	-	-	(2067.85)	(6,921.42)

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the audit committee of board of directors. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Company has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2018. This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

18. Dues to micro and small enterprises

The Company does not have any dues outstanding to the Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006. The identification of Micro, Small and Medium Enterprises is based on information available with the management regarding the status of these parties.

19. Segment information

The company is exclusively engaged in the business of organising events, which, in the context of Accounting Standard 108 on Segment Reporting is considered to constitute a single primary segment. Thus, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities and total cost incurred to acquire segment assets are all as reflected in the financial statements for the year ended March 31, 2018 and as on that date.

20. Employee Benefits

The Company has no obligation towards defined benefit plan and defined contribution plan for employees.

21. Going Concern

The Company did not have any business operations during the current year. Having regard to the approved business plans and cash flow projections, and considering the support from D. B. Corp Limited, the Ultimate Holding Company, to meet its financial obligations as and when they fall due for a period of not less than twelve months from the date of signing the Financial Statements for the year ended March 31, 2018, the Financial Statements have been prepared on going concern basis and no adjustments have been made to write down the assets to net realisable value.

22. Financial Instruments – Fair value and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

– Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

– Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

– Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes

to the Financial Statements as at and for the year ended March 31, 2018

(₹ in thousand)

March 31, 2018	Note No.	Carrying amount			
		FVTPL	FVTOCI	Amortised Cost	Total
Financial assets					
(i) Trade Receivable	4	-	-	406.41	406.41
(ii) Cash and Cash Equivalent	5	-	-	3,691.29	3,691.29
(iii) Other Financial Assets	6	-	-	9,094.62	9,094.62
		-	-	**13,192.32**	**13,192.32**
Financial liabilities					
(i) Trade Payables	10	-	-	2,367.40	2,367.40
		-	-	**2,367.40**	**2,367.40**

(₹ in thousand)

March 31, 2017	Note No.	Carrying amount			
		FVTPL	FVTOCI	Amortised Cost	Total
Financial assets					
(i) Trade Receivable	4	-	-	2,521.83	2,521.83
(ii) Cash and Cash Equivalent	5	-	-	10,027.57	10,027.57
(iii) Other Financial Assets	6	-	-	8,543.65	8,543.65
		-	-	**21,093.05**	**21,093.05**
Financial liabilities					
(i) Trade Payables	10	-	-	8,756.84	8,756.84
		-	-	**8,756.84**	**8,756.84**

Measurement of fair values

Valuation processes

The Management of the Company carries out the valuation of financial assets and liabilities required for financial reporting purposes.

Fair value hierarchy

No financial instruments are recognised and measured at fair value.

For all the financial assets and liabilities referred above that are measured at amortised cost, their carrying amounts are reasonable approximations of their fair values. The carrying amounts of Trade receivables, cash and cash equivalents, Other Financial Assets, Trade payable and other financial liabilities are considered to be the same as their fair values due to their short term nature.

Financial Risk management

Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risk. The Company's management have the ultimate responsibility for managing these risks. The Company has a mechanism to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

The Company's management are supported by the finance team that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

-protect the Company's financial results and position from financial risks

-maintain market risks within acceptable parameters, while optimising returns; and

-protect the Company's financial investments, while maximising returns.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company uses other publicly available financial information to rate its financial institutions. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved periodically.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large. All trade receivables are reviewed and assessed for default on a regular basis. Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. The Company assesses and manages credit risk based on the Company's credit policy. Under the Company credit policy each new customer is analyzed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The Company's accounts receivable are geographically dispersed. The Management do not believe there are any particular customer or group of customers that would subject the Company to any significant credit risks in the collection of accounts receivable

Following is the movement in Provision for Expected Credit Loss on Trade Receivables:

(₹ in thousand)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Loss allowance at the beginning of the year	786.58	740.54
Changes in allowance during the year	354.67	46.04
Loss allowance as at the end of the year	**1,141.25**	**786.58**

Cash and cash equivalents

The Company is also exposed to credit risks arising on cash and cash equivalents. The Company believes that its credit risk in respect to cash & cash equivalents is insignificant as funds are kept in current account with financial institutions.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

Other Financial Assets

The Company has fixed deposit with IDBI as at March 31, 2018 and March 31, 2017. The management periodically monitors the recoverability and credit risks of its other financials assets.

Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the years. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. Accordingly, low liquidity risk is perceived.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2018	Note	Carrying amount	Less than 12 months	More than 12 months	Total
Non-derivative financial liabilities					
Trade Payables	10	2,367.40	2,367.40	-	2,367.40
Total Non-derivative financial liabilities		**2,367.40**	**2,367.40**	**-**	**2,367.40**

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2017	Note	Carrying amount	Less than 12 months	More than 12 months	Total
Non-derivative financial liabilities					
Trade Payables	10	8,756.84	8,756.84	-	8,756.84
Total Non-derivative financial liabilities		**8,756.84**	**8,756.84**	**-**	**8,756.84**

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and it's revenue generating and operating activities.

Interest rate risk

The Company does not have any borrowing hence interest rate risk is not there.

Currency risk

The company does not have any assets/liabilities, which are denominated in a currency other than the functional currency of the entity. Hence currency risk is not there.

Notes

to the Financial Statements as at and for the year ended March 31, 2018

Capital Management

The Company determines the capital requirements based on its financial performance. The funding requirements are met through operating cash flows generated. For the purpose of Company's Capital Risk Management, "Capital" includes issued equity share capital and all other equity reserves attributable to it's shareholders.

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to maximise shareholder's values.

The capital structure of the Company is based on management's assessment of the appropriate balance of key elements in order to meet its strategic and day-to day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company maintains a stable and strong capital structure with a focus on total equity so as to maintain shareholders and creditors confidence and to sustain future development and growth of its business. The Company takes appropriate steps in order to maintain, or if necessary adjust, its capital structure.

23. Disclosure On Specified Bank Notes (SBN's)

The Company neither maintains any cash balances nor undertakes any cash transactions for the purpose of carrying out its operations. There are no transactions of specified bank notes, within the meaning of notification number S.O. 3407(E) of the Government of India, Ministry of Finance, Department of Economic Affairs, dated November 8, 2016, during the period from November 8, 2016 to December 30, 2016.

Accordingly, disclosure in the financial statements regarding specified bank notes as envisaged in Notification G.S.R 308(E) dated March 30, 2017, is not applicable to the Company.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Priyanshu Gundana
Partner
Membership No. 109553

Place: Mumbai
Date: May 16, 2018

For and on behalf of the Board of Directors of
I Media Corp Limited

Sudhir Agarwal
Director
DIN : 00051407

Pawan Agarwal
Director
DIN : 00465092

Place: Bhopal
Date: May 15, 2018

Notes

Corporate Milestones

1958

Launched Dainik Bhaskar newspaper from Bhopal in MP

1977

First Company to install web offset machine against uniform prevalent practice of rotary machine

1983

Indore edition launch: First Company to launch a newspaper edition in a different city within the same state

1996

Jaipur launch: The Company became the first Hindi Newspaper to launch an edition in another state

2003

Gujarat launch: The Company launched Divya Bhaskar (the Gujarat Daily of the Group) its first language newspaper other than Hindi

2005

Warburg Pincus invested in the Company (D. B. Corp Ltd. was an unlisted Company at that time)

2006

First Indian Language Newspaper brand to set up SAP System in India

2008

Initiated massive investment in upgrading printing infrastructure across all markets

2009

The Company introduced ESOPs to motivate employees

2010

D. B. Corp Ltd. became a listed entity after its maiden Initial Public Offer (IPO)

Received an overwhelming investor response and was oversubscribed by 39.5 times

2011

Launched Divya Marathi in Maharashtra, the 4th Language Newspaper of the Group

2013

Launched 6th and 7th edition of Divya Marathi from Akola and Amravati respectively

2014

Expanded into the 14th state through the launch of Dainik Bhaskar 37th edition in Patna, Bihar

2015

Initiated ‘No Negative News on Monday’ to encourage a more optimistic environment, and usher in every new week with greater enthusiasm and positivity

Launched five portals – moneybhaskar.com, fashion101.in, jeevanmantra.in, bollywoodbhaskar.com and dbcric.com

2016

Dainik Bhaskar is India’s Largest Circulated (Source: ABC JD’15) and World’s 4th Largest Circulated Newspaper (Source: WAN IFRA’s World Press Trends Report 2016)

Expansion in Bihar with the launch of Dainik Bhaskar editions in Muzaffarpur, Gaya and Bhagalpur

DB Post, a new English daily launched in Bhopal, Madhya Pradesh

2017

Dainik Bhaskar completes 20 years of formidable presence in Rajasthan

94.3 MY FM expands its presence to 13 more cities

‘homeonline.com’ launched

2018

DBCL is Urban India’s #1 Newspaper Group (Source: IRS 17, AIR - Urban, Main + Variant. Excluding Financial dailies)

DB Corp Ltd

CIN: L22210GJ1995PLC047208

www.bhaskarnet.com

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BHOPAL,
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